



## **ACHCA BY-LAWS**

*April 2013*  
*Updated November 2018*

## Table of Contents

<a href="#"><u>Preamble</u></a> .....	3
<a href="#"><u>Article I. Name, Pledge, and Objectives</u></a> .....	3
<a href="#"><u>Article II. Membership</u></a> .....	3
<a href="#"><u>Article III. Structure</u></a> .....	6
<a href="#"><u>Article IV. Nominations, Voting, And Qualifications for Elections</u></a> .....	7
<a href="#"><u>Article V. Board of Directors</u></a> .....	8
<a href="#"><u>Article VI. Officers</u></a> .....	12
<a href="#"><u>Article VII. Staff</u></a> .....	14
<a href="#"><u>Article VIII. Chapters</u></a> .....	14
<a href="#"><u>Article IX. Executive Committee</u></a> .....	15
<a href="#"><u>Article X. Finance Committee</u></a> .....	15
<a href="#"><u>Article XI. Advisory Committees</u></a> .....	16
<a href="#"><u>Article XII. Member Meetings</u></a> .....	17
<a href="#"><u>Article XIII. Conflicts of Interest</u></a> .....	18
<a href="#"><u>Article XIV. Amendments</u></a> .....	19
<a href="#"><u>Article XV. Parliamentary Authority</u></a> .....	19
<a href="#"><u>Article XVI. Audits and Fiscal Year</u></a> .....	19
<a href="#"><u>Article XVII. Seal, Logo, and Design</u></a> .....	20
<a href="#"><u>Article XVIII. Dissolution</u></a> .....	20
<a href="#"><u>Article XIX. Indemnification of Governing Board and Committees</u></a> .....	21

# **ACHCA Bylaws**

## **PREAMBLE**

The American College of Health Care Administrators is a nonprofit corporation governed by the DC Nonprofit Corporation Act of 2010, as the same may be amended or supplemented (the "Act"). These Bylaws serve as a supplement to the Articles of Incorporation of the Corporation.

## **ARTICLE I                      NAME, PLEDGE, AND OBJECTIVES**

### **Section 1        Name**

The name of the Corporation is the American College of Health Care Administrators, referred to hereafter as "ACHCA" or the "Corporation."

### **Section 2        Pledge**

The Officers and members of ACHCA subscribe to the Code of Ethics and pledge to honor always and in all circumstances the human dignity of the persons entrusted to their care and to strive continuously and relentlessly to meet the total needs of the person by caring for the individual as a total being and to hold above all other considerations the sacred trust reposed in them by the aging, the infirm, the ill, and the disabled.

### **Section 3        Purposes / Objectives**

The purposes and objectives of the Corporation are as outlined in the ACHCA Articles of Incorporation.

## **ARTICLE II                      MEMBERSHIP**

### **Section 1        Classifications**

The membership of the Corporation shall be split into two classifications: Voting and Non-Voting. Each classification shall be under such terms, benefits, conditions of eligibility, and categories of membership as established by these Bylaws or otherwise directed by the ACHCA Board of Directors. Non-Voting members shall not be considered "members" for purposes of Section 29-401.02(24) of the Act. All Voting and Non-Voting members must be members of a chapter(s). Those individuals who have been recognized as Voting Members prior to the effective date of these Bylaws shall retain that status, provided that dues and all obligations of membership prior to this date of amendment are satisfied. Members may request a change in their classification or category of membership at the time of their annual renewal if they are eligible and meet all requirements. Individuals eligible for a Voting Membership shall not be permitted to select a non-voting membership.

- a.) Voting Members shall be those persons who are professionally qualified by licensure, certification, education, and/or experience, to serve as executives or academics in long term care administration, and who are accountable for ensuring that quality of care is provided in long term care, residential care, and/or post acute care setting(s).

Voting Members shall have full membership in ACHCA. Full membership benefits include eligibility to vote for Directors and on all matters submitted to a vote of the membership, to be eligible for election or appointment to the ACHCA Board of Directors or the boards of directors of ACHCA chapters, and to serve on ACHCA and chapter committees/task groups. Only Voting Members may advance to Fellow of ACHCA as provided by these Bylaws.

- b.) Non-Voting Members shall be those individuals or providers of health care related products or services or who have an interest in long-term health care quality and administration but do not meet the qualifications established for Voting Members. Non-Voting Members are ineligible to vote for Directors or vote on any matter submitted for a vote of the membership, to hold office in ACHCA or in an ACHCA chapter, or serve on the ACHCA Board, but, if appointed, may serve on chapter boards of directors, and on chapter/national committees/task groups. Non-Voting Members are ineligible to advance to Fellow of ACHCA. The Board may provide for further categorization of Non-Voting Members.

## **Section 2      Membership Applications**

Application for membership as a Voting Member or Non-Voting Member shall be made in writing or electronically on a form as prescribed by the Board of Directors. Applications for membership as a Voting or Non-Voting Member shall be approved by the Board of Directors. The Board of Directors retains the right to reject an application for membership when it considers such action to be in the long-term best interest of the Corporation, consistent with its tax-exempt mission.

## **Section 3      Professional Advancement and Recognition**

The Board of Directors and the Professional Advancement Committee shall establish the criteria and benefits for the following recognitions:

- a.) Fellow

Fellow is the highest status that Voting Members can attain. An ACHCA Fellow is distinguished by professional achievements and service standards well above the ordinary demands of his or her position. Further qualifications of the process for recognition as Fellow shall be as established by the Board or Professional Advancement Committee.

A Fellow shall at all times meet the qualifications for active status as a Voting Member. Fellow status and any rights to insignia or other intellectual property related to Fellow status shall terminate automatically if the Fellow does not maintain status as a Voting Member. The Board of Directors may allow for a grace period for the Fellow to come into compliance with qualifications as a Voting

Member should such membership lapse. Any such grace period shall be provided at the Board of Directors' sole discretion.

Those individuals who have been advanced to Fellow prior to the effective date of these Bylaws shall retain that status, provided membership as a Voting Member is continuously maintained.

b.) Fellow Emeritus

Fellow Emeritus is a status that is conferred by the Board of Directors on a Voting Member who has retired from active participation in the field of health care, who has attained the status of Fellow of ACHCA, and who has rendered distinguished service to both the profession and ACHCA. Individuals who have been recognized as Fellow Emeritus shall hold lifetime Voting Membership classification in ACHCA.

c.) Honorary Fellowship

Honorary Fellowship is a recognition conferred by the Board of Directors upon individuals who are nationally recognized, and are determined by the Board of Directors and Professional Advancement Committee, as having demonstrated distinguished service in health care administration or related fields.

d.) Certification

ACHCA's Professional Certification is a credential that can be earned by Voting Members of ACHCA and non-members who have voluntarily demonstrated exceptional expertise in a particular specialty of Health Care Administration and met established requirements. Certification shall be in accordance with such policies and procedures as established by the Board of Directors and the Professional Advancement Committee.

#### **Section 4      Duration of Membership**

The term of membership for Voting and Non-Voting Members of ACHCA shall be determined by the Board of Directors from time to time.

#### **Section 5      Dues, Assessments, Fees and Penalties**

a.) Membership Dues

The Board of Directors has the authority to establish dues and fees for all membership classifications and categories. Annually, the Board of Directors shall determine and approve by majority vote the assessments for non-refundable national ACHCA and chapter dues, including member discounts, penalties for late payments, and any other related requirements. Annual chapter dues will be assessed and collected by the ACHCA national office and distributed to the active Chapters in a timely manner as determined by the Board of Directors. The amount of Chapter dues shall be uniform and not less than twenty-five (25) dollars per applicable membership category, or such other amount as may be determined by resolution of the Board of Directors.

b.) Special Assessments

The Board of Directors may authorize special assessments. Special assessments shall be approved by a majority of the Voting Members voting at a meeting, or voting by electronic ballot or written ballot sent via U.S. mail not less than sixty (60) days in advance of the effective date proposed. A notice of proposed special assessment must be sent to all Voting Members at least thirty (30) days prior to a requested vote on the special assessment. Such notice shall include the proposed assessment, the effective date and purpose of the assessment if approved, and specify that it is non-refundable.

c.) Delinquency

Dues are payable on or before the first day of the membership year as established by the Board of Directors. A member becomes delinquent when s/he has failed to satisfy all financial obligations to ACHCA. Membership shall be terminated if the member remains delinquent beyond any grace period as may be established by the Board of Directors pursuant to procedures established by the Board. Once terminated, the former member shall be notified by the President or his/her designee that s/he has no continuing rights of membership, including the right to vote or hold office.

## **Section 6 Resignation and Termination of Membership; Disciplinary Proceedings**

- a.) A member may resign at any time by submitting a letter of resignation to the ACHCA President. Such resignation shall be effective upon the date specified within the notice, or if no date is specified, upon receipt. A member shall also be deemed to resign if s/he elects not to renew his/her membership within the time established for renewal.
- b.) The Board of Directors may, by the affirmative vote of a majority of Directors present at a meeting in which a quorum is present, take disciplinary action, including, but not limited to, suspension, censure, reprimand, removal from committees or offices held, or termination of a member's membership for cause, following opportunity for an appeal and appropriate Board hearing. Grounds constituting "cause" shall be determined by the Board of Directors in its sole discretion, and may include, without limitation, violations of criminal law, the ACHCA Code of Ethics, and/or respective state administrator professional licensing requirements.
- c.) If a member resigns, is suspended, or is terminated for any reason, the member shall cease any and all displays of copies of certificate(s) of membership and shall not use ACHCA recognitions such as Fellow of ACHCA, beginning on the effective date of the suspension, resignation or termination.
- d.) A former member whose membership was terminated due to a disciplinary action may not be readmitted for membership unless the Board of Directors approves his/her submission of an application for readmission. If the Board approves the submission of an application for readmission, such application shall be processed in the same manner as an original application for membership.
- e.) Separation of membership shall not relieve the member of the obligation to pay any unpaid fees, dues, assessments, or other financial obligations.

### **ARTICLE III**                    **STRUCTURE**

- a.) The affairs of ACHCA shall be managed by its national Board of Directors. The Board of Directors shall at all times consist of a minimum of seven (7) voting members, and include at least two (2) Officers, the Chair and Secretary/Treasurer, elected by the Board.
- b.) There shall be no more than seven (7) standing committees, consisting of two (2) Board Committees: Executive and Finance and five (5) Advisory Committees: Academy of Long Term Care Leadership and Development, Bylaws/Governance, Membership, Nominating, and Professional Advancement.
- c.) The Chair, upon approval from the Board of Directors, shall have the authority to establish ad hoc committees and task groups.

### **ARTICLE IV**                    **NOMINATIONS, VOTING, AND QUALIFICATIONS FOR ELECTIONS**

#### **Section 1        Nominations**

Each year, the Nominating Committee will notify and solicit the Voting Members for nominations (either of other individuals or self-nominations) for all positions which are up for election on the ACHCA Board of Directors or elected or appointed to designated standing committees. Nominations for Directors to be elected from a designated area or membership group shall only be solicited from persons who reside or work in such designated area or belong to the membership group. The Nominating Committee shall vet all nominated candidates for each elected or appointed position and place the names of those who meet the minimum qualifications, as established by these Bylaws, to serve in the position to be elected, on the electronic or mail ballot submitted to the Voting Members. A person may not run as a candidate for more than one national position concurrently.

#### **Section 2        Voting**

- a.) Each Voting Member shall be entitled to one vote. No member voting by proxy shall be permitted.
- b.) The act of a majority of Voting Members present at a duly called meeting of the Voting Members at which a quorum is present shall be an act of the Voting Members, except as otherwise provided by law, by the Corporation's Articles of Incorporation, or by these Bylaws. Where and when authorized by the Board of Directors or by these Bylaws, an action which may be taken at a meeting of the Voting Members may be conducted by U.S. mail ballot, fax ballot, electronic ballot, or any other method of voting provided for by the Act. Notwithstanding the above, voting in elections and on amendments to these Bylaws shall be accomplished by electronic means or by mail ballot sent to Voting Members via U.S. mail not less than sixty (60) days in advance of the annual membership meeting.

- c.) Voting on the election of Directors and members of standing committees shall be by plurality vote of those casting ballots. For Directors to be elected by specific district or membership group, the Director shall be elected by a plurality of the votes cast in that specific designated area or by the membership group.
- d.) When used, ballots will be collected and tabulated by an outside agency appointed by the President unless directed otherwise by the Board of Directors.
- e.) In the event of a tie vote taken by electronic means or by ballot, a deciding vote of the finalists shall be completed by electronic means or mail ballot prior to the annual membership meeting.
- f.) Candidates for all positions will be notified immediately after tabulation of the election results. Those candidates elected shall be presented to the Board of Directors by the Nominating Committee not less than thirty (30) days prior to the annual membership meeting. Official election results for all open positions will be announced at the annual membership meeting and then communicated to all members through written or electronic means.
- g.) If, no later than thirty (30) days prior to the annual membership meeting, no candidates are nominated from a designated area or membership group, or if the Nominating Committee finds no nominated candidate from the designated area or membership group to meet the qualifications established by these Bylaws, then the newly elected Chair will appoint, not more than thirty (30) days after the annual membership meeting, a qualifying individual from the designated area or membership group to serve as Director.

### **Section 3      Qualifications for Elected Positions**

#### **a.) Nominating Committee**

The Nominating Committee shall consist of the Immediate Past-Chair, who shall serve as chairperson of the Nominating Committee for one year or for the duration of his or her position as Immediate Past Chair, and at least three individuals who must be Fellows and ACHCA Certified Administrators in good standing. Other than the Immediate Past Chair, the members of the Nominating Committee shall be elected for one (1) two-year term and such terms may be staggered so as not to all expire at the same time.

#### **b.) Directors**

- 1.) Qualified candidates for Director shall have been ACHCA Voting Members in good standing for at least the immediately preceding two years, and a Fellow of ACHCA. The Board of Directors may identify additional qualifications for Directors.
- 2.) Not less than ninety (90) days before the annual membership meeting for each designated area or membership group that has a Director position to be elected, all candidates shall present their applications to the Nominating Committee for confirmation of eligibility to serve as a Director. Assessment of



candidate(s)' eligibility by the Nominating Committee shall be made in a timely manner.

- 3.) Directors who specifically represent a designated area or membership group shall be elected by plurality vote of the Voting Members voting from that designated area or membership group as assisted by the national ACHCA office.

c.) Officers

- 1.) Each year no later than the end of the day immediately following the annual membership meeting, the members of the newly elected Board of Directors by majority vote shall elect the Officers of the organization which at minimum, shall include a Chair and Secretary/Treasurer of the Board of Directors.
- 2.) Candidates for election to Officer positions must be Fellows and ACHCA Certified Administrators who have completed at least two contiguous years of service on the ACHCA Board, which may or may not be the current term.

## **ARTICLE V                      BOARD OF DIRECTORS**

### **Section 1        Composition**

The Board of Directors shall at all times consist of a minimum of seven (7) voting members, which shall include at least two Officers, the Chair and the Secretary/Treasurer, elected by the Board. At least one individual elected as Director of the ACHCA Board of Directors each year shall be a Fellow and an ACHCA Certified Administrator so as to maintain a minimum of three (3) Certified Fellows, in addition to the Board Officers, on the ACHCA Board of Directors at all times.

- a.) The President shall be selected by and serve at the pleasure of the Board of Directors in a non-voting capacity.
- b.) Following the expiration of the current term of the members of the Board of Directors serving at the time of adoption of these bylaws, no individual may serve on the ACHCA Board of Directors during such time as s/he is a chapter officer, except for a stated period of transition as determined by the Board of Directors.

### **Section 2        Terms**

The term of a Director shall be three (3) years. The terms of directors will be staggered to provide for the annual election of approximately one-third (1/3) of Directors currently seated, in addition to any unfilled positions that exist. Terms shall commence with installation at the annual membership meeting. No Director may be reappointed or reelected following two (2) consecutive three-year terms until such Director has taken at least a three-year hiatus from Board service.

### **Section 3        Duties**

It shall be the duty of the Board of Directors to carry out the objectives and purposes of ACHCA, and to this end, the Board of Directors may exercise all powers of the Corporation. Specifically, the Board of Directors shall be responsible for:

- a.) the strategic planning and overall policies of ACHCA,
- b.) the management of the funds, property and affairs of ACHCA as a policy making board
- c.) the performance of any acts and functions appropriate to the Board including, but not limited to, those additional duties as listed and defined in the Board Orientation and Committee Manuals, which are not inconsistent with the Act, and the ACHCA Articles of Incorporation or these Bylaws.

#### **Section 4      Vacancies**

If a Director resigns or is terminated for any reason, his/her Board seat shall be considered vacant and shall be filled by appointment by the Chair of the Board for the balance of the term not more than thirty (30) days following the occurrence or written notification to the Chair of the vacant position.

#### **Section 5      Removal from the Board of Directors**

- a.) A Director or Officer shall be temporarily suspended or removed from Board of Directors upon a two-thirds (2/3) vote of the remaining ACHCA Board of Directors finding such action to be in the best interest of ACHCA.
- b.) In addition, a Director or Officer shall be suspended or removed from office if a written petition is made to the ACHCA Board signed by a majority of the Voting Members from a majority of each of the active chapters in the designated area or membership group of the Director or Officer in question, or upon receipt of a written petition signed by either ten (10) percent of or fifty (50) Fellows, whichever is greater.
- c.) There shall be an appeals process for the removal of a Director or Officer as determined by the Board of Directors. Any vacancy created by the removal of a Director or Officer shall be filled according to the procedures established in these Bylaws.
- d.) The position of a Director or Officer shall be declared vacant by the remaining members of the Board of Directors should the incumbent attend, in person or through teleconference, less than two-thirds (2/3) of all duly-noticed Board meetings annually, or be absent for more than two (2) such meetings consecutively.

#### **Section 6      Board Meetings**

- a.) Annual meetings of the Board of Directors may be held at such time and place, either within or without the District of Columbia as may be designated by the Chair of the Board of Directors. Additional regular meetings may be held on an as-needed basis at the call of the Chair of the Board of Directors. The Board of

Directors may provide for notice by resolution, whether for a single meeting or outlining all annual and regular meetings for the year.

- b.) Special meetings of the Board of Directors may be called by the Chair or on petition by at least a majority of the members of the Board, and shall be held within thirty (30) days. Such meeting shall convene at the date, time, place and with purpose stated, as specified in the notice of the meeting sent to all members of the Board of Directors at least fourteen (14) days prior to the meeting.
- c.) If, for any reason, the Chair of the Board fails to issue the notice of a meeting within fourteen (14) days after being petitioned by a majority of the members of the Board, the President shall issue the notice.
- d.) Special meetings by teleconference may be held at the request of the Chair of the Board of Directors and require at least twenty-four hours' notice. In addition, to the extent permitted by the Act, any person participating in a meeting of the Board of Directors, regular or special, may participate by means of teleconference telephone or by any means of communication such as electronic communication provided that all persons participating in the meeting are able to simultaneously hear one another, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.
- e.) A quorum for all meetings of the Board of Directors shall be a majority of the Board members in office before a meeting meets.
- f.) The act of a majority of the Directors present at a meeting at which a quorum is present shall be an act of the Board of Directors, except as otherwise provided by law, by the Corporation's Articles of Incorporation, or by these Bylaws. Each Director shall have one (1) vote on all matters submitted to a vote of the Board of Directors. No Director voting by proxy shall be permitted.
- g.) Full minutes of each meeting of the Board of Directors shall be recorded by the Secretary/Treasurer, containing results of deliberations of the Board of Directors. The minutes shall be submitted to the Board of Directors for approval at the subsequent meeting of the Board of Directors.

## **Section 7      Action Without Meeting.**

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if each member of the Board of Directors signs a consent describing the action to be taken and delivers it to the Corporation. Action taken under this Section shall be an act of the Board of Directors when one or more consents signed by all members of the Board of Directors are delivered to the Corporation, unless the consent(s) otherwise specify a time at which the action taken is to be effective. Such consent or consents may be signed electronically and delivered to the Corporation by electronic means, including email, and shall be filed with the minutes of proceedings of the Board of Directors.

## **Section 8      Compensation**

No member of the Board of Directors shall receive remuneration for her/his services but may be reimbursed for travel and other out-of-pocket expenses incurred in discharging the

official duties of ACHCA in accordance with the policy established by the Board of Directors.

### **Section 9      Limitation on Individual Director Authority**

Nothing contained in these Bylaws shall be construed in any way to constitute Directors acting in their individual capacity to be agents of ACHCA. Directors are not individually empowered or authorized to bind or obligate ACHCA, nor shall any act or omission of any individual Director, their agents, or employees serve to impose any liability of any kind or character on the part of ACHCA.

## **ARTICLE VI              OFFICERS**

### **Section 1      Composition**

The Officers of ACHCA shall be a minimum of two, a Chair and a Secretary/Treasurer, but may additionally include a Vice Chair and/or Chair-Elect, Immediate Past Chair, and President.

### **Section 2      Terms**

- a.) In order to be eligible to be elected to serve as an Officer, an individual must be a Fellow and an ACHCA Certified Administrator. The term of each Officer shall begin following installation at the annual meeting, and s/he shall hold office for the applicable term listed below, or until successors are elected.
- b.) The term of the Chair shall be one (1) two-year term. Election of the Vice Chair and Chair-elect shall be held in alternate years, each for one (1) one-year non-renewable term. The Vice Chair shall serve in office during the first year and the Chair-elect shall serve in office during the second year of the Chair's two-year term. The Immediate Past Chair shall serve until replaced by his/her successor. The Chair, Vice Chair, Chair-elect or Immediate Past Chair may serve in the same Office or be eligible for election to serve on the Board of Directors only after a three-year hiatus from service.
- c.) The term of the Secretary/Treasurer shall be for one (1) one-year term, and s/he may be reelected for a second term of one year. After having served two consecutive one-year terms, s/he may be elected to other office, but thereafter may serve again in the same office or be eligible for election to serve on the Board of Directors only after a three-year hiatus from service.

### **Section 3      Duties**

- a.) The Chair of the Board of Directors shall preside at all general membership and Board meetings, and shall perform such other duties as may be prescribed by the Board of Directors.

- 1.) Between meetings of the Board of Directors, the Chair of the Board shall be responsible for the affairs of ACHCA, within the general direction of the Board of Directors.
  - 2.) Unless otherwise provided for in these Bylaws, the Chair of the Board is authorized to make appointments to all standing and special committees and task groups, subject to confirmation by the Board of Directors.
  - 3.) The Chair may serve as an ex-officio non-voting member of all committees but may not serve on the Nominating Committee.
  - 4.) The Chair of the Board shall have the right to vote on all secret ballots, and on open votes, s/he may vote only to make or break a tie.
- b.) The Secretary/Treasurer shall be responsible for all funds of ACHCA and shall serve as the Chair of the Finance Committee.
- 1.) The Secretary/Treasurer shall ensure that the minutes of all meetings of the general membership and Board of Directors are accurate. S/he may delegate these duties to the President within the limits of the Secretary/Treasurer's fiduciary liability insurance.
  - 2.) The Secretary/Treasurer shall be insured by fiduciary liability insurance in such amount as the Board of Directors shall determine. The President shall be insured in like amount.
  - 3.) The Annual Report of the Secretary/Treasurer shall be given from an audit, review, or compilation made by a certified public accountant consistent with these Bylaws.
  - 4.) The Secretary/Treasurer shall perform such other duties as may be assigned by the Chair and/or Board of Directors.

#### **Section 4      Vacancies**

- a.) If the Chair of the Board of Directors is unable to perform her/his duties for any reason other than expiration of term, the Vice Chair/Chair-elect shall succeed to the office of the Chair of the Board, and shall continue to serve as Chair for the remainder of the unexpired term.
- b.) At the time of the next election by the Board of Directors for Officers, a Chair and Vice Chair of the Board of Directors, as well as a Secretary/Treasurer, shall be elected in accordance with the provisions of these Bylaws.
- c.) If both the Chair and Vice Chair/Chair-elect are permanently unable to perform the duties of their respective offices, or if there is no Vice Chair/Chair-elect when the position of Chair becomes vacant, the Board of Directors shall appoint one member from the current Board or a previous Board member having had at least a three-year hiatus, to serve as Chair Pro-Tempore. S/he shall serve until the next annual election or membership meeting when the Board of Directors shall elect a

Chair for one (1) two-year term and both a Vice Chair as well as a Secretary/Treasurer of the Board of Directors for one (1) one-year terms.

- d.) If the office of Secretary/Treasurer becomes vacant, the Board of Directors shall fill said vacancy from within the current Board or a previous Board member having had at least a three-year hiatus, to complete the unexpired term, and the incumbent shall be eligible for election, by the Board of Directors to a full subsequent term.
- e.) If the office of Chair-elect becomes vacant, it shall remain vacant until a special election can be held as determined by the Board of Directors.
- f.) If the office of Vice Chair becomes vacant, it shall remain vacant until the next annual election or membership meeting when the Board of Directors shall elect a Chair-elect for one (1) one-year term.
- g.) If the office of Immediate Past Chair becomes vacant, it shall remain vacant until the current Chair's term expires and s/he becomes Immediate Past-Chair. During such vacancy, the Chair may appoint any member of the current Board or any other Past Chair to serve as Chair of the Nominating Committee.

## **ARTICLE VII            STAFF**

### **Section 1      President**

The Board of Directors shall hire the President of the ACHCA.

### **Section 2      Board Role**

The President shall serve as an ex-officio, non-voting member of the Board of Directors.

### **Section 3      Duties**

The President shall direct the activities and personnel of ACHCA and shall further the policies and programs established by the Board of Directors. The Board of Directors shall set the duties and compensation of the President, which compensation shall be in accordance with any board-adopted compensation policy. Between meetings of the Board of Directors, the President shall report to the Chair of the Board of Directors.

## **ARTICLE VIII            CHAPTERS**

The Board of Directors may establish chapters in clearly defined areas or groups and on petition of not less than ten Voting Members in good standing.

- a.) Each chapter shall conduct itself in accordance with the provisions of these Bylaws, its charter, its chapter bylaws, and ACHCA chapter affiliation agreement. The Board of Directors shall approve all chapter bylaws and any amendments thereto.

- b.) The Board of Directors shall have the authority to call a special chapter meeting to replace chapter Officers or fill vacant chapter Officer positions if the chapter is non-compliant with its responsibilities as established by policies of the Board of Directors and any of the chapter's written agreements with ACHCA. The Board may also revoke the charter of a chapter for non-performance consistent with any ACHCA policies or procedures established for chapters by a two-thirds (2/3) vote of the ACHCA Board of Directors voting at a duly called meeting at which a quorum is present. A request for a special chapter meeting can be made by a minimum of ten (10) voting members of a chapter to the ACHCA Board of Directors. In the event that a chapter's charter is revoked or the chapter is dissolved for any reason, all remaining assets shall be distributed to ACHCA as per the ACHCA Bylaws and the chapter's bylaws.
- c.) Nothing contained in these Bylaws providing for the establishment of chapters, or contemplating any function or activity of such chapters, their Officers, agents, or employees shall be construed in any way to constitute such Officers, agents, or employees of any chapter as agents of ACHCA. Neither shall such Officers, agents, or employees in any way be empowered or authorized to bind or obligate ACHCA. No act or omission of any Officer, agent, or employee of such chapters shall serve to impose any liability of any kind or character on the part of ACHCA.

## **ARTICLE IX                    EXECUTIVE COMMITTEE**

The Executive Committee shall consist of each Officer appointed to such committee by resolution adopted by a majority of the Directors in office at the time such action is taken. The Executive Committee, shall be considered a committee of the board as described by the Act, and to the extent provided by resolution in accordance with the Board Manual, shall have and exercise the authority of the Board of Directors in the management of the Corporation between meetings of the Board except that the Executive Committee may not be delegated the power to (1) authorize distributions; (2) fill vacancies on the Board of Directors or committees authorized to exercise the power of the Board; (3) approve or propose to members actions which must be approved by members in accordance with the Act; or (4) adopt, amend, or repeal bylaws. The Chair of the Board of Directors shall serve as Chair of the Executive Committee.

## **ARTICLE X                    FINANCE COMMITTEE**

The Finance Committee shall consist of one or more Directors appointed to such committee by a resolution adopted by a majority of the Directors in office at the time such action is taken. The Finance Committee shall be considered a committee of the board as described by the Act, and to the extent provided by resolution establishing such committee shall have and exercise the authority of the Board of Directors except that the Finance Committee may not be delegated the power to (1) authorize distributions; (2) fill vacancies on the Board of Directors or committees authorized to exercise the power of the Board; (3) approve or propose to members actions which must be approved by members in

accordance with the Act; or (4) adopt, amend, or repeal bylaws. The Secretary/Treasurer of the Board of Directors shall serve as Chair of the Finance Committee.

## **ARTICLE XI            ADVISORY COMMITTEES**

Except when inconsistent with statements in these Bylaws, any person willing to serve, including those not affiliated with ACHCA, may be elected or appointed to any advisory committee or task group with the approval of the Board of Directors. The President shall be an ex-officio member of all Advisory Committees. Membership on committees shall be subject to the following provisions:

### **Section 1        Standing Advisory Committees**

- a.) The Board of Directors shall establish the composition, terms, eligibility and qualification requirements, handling of vacancies and duties for each standing committee, unless otherwise stated in these Bylaws and the Committee Handbook.
- b.) Standing advisory committees shall be composed of three (3) or more individuals, and may include at least one of whom is elected by the membership, and the remainder of whom are appointed by the Chair subject to approval by the Board of Directors.
- c.) A standing advisory committee may send a request to the Board of Directors requesting that a seat on the committee be declared vacant by reason of non-attendance and/or non-performance of a committee member. The Board of Directors upon good cause shown, and a majority vote of the Board, shall declare said position vacant and the Chair of the Board shall fill same, subject to approval by the Board.
- d.) No individual may serve on the Nominating Committee while serving on any other committee, on the Board of Directors, or as an Officer of ACHCA with the exception of the Immediate Past Chair.

### **Section 2        Ad Hoc Committees, Task Groups**

- a.) The Chair of the Board of Directors shall have the authority to establish ad hoc committees to complement existing standing committees or to undertake special or urgent tasks in furtherance of the objectives of ACHCA.
- b.) The establishment of ad hoc committees and task groups must be ratified by the Board of Directors or such committee shall cease to function. Each ad hoc committee or task force shall be established for no more than one (1) one-year term, but the operation of the committee or task group may be extended for an additional year with Board approval. All funds expended shall be subject to the approval of the Board of Directors, except as otherwise stated in these Bylaws.



- c.) A petition from an ad hoc committee or task group may be sent to the Chair requesting that a position on the ad hoc committee be declared vacant by reason of non-attendance and/or non-performance by the committee member. Upon good cause shown, the Chair shall declare said position vacant and shall fill same, subject to approval by the Board.

## **ARTICLE XII            MEMBER MEETINGS**

### **Section 1**

The annual membership meeting shall be held each year at a time and place as may be designated by resolution of the Board of Directors.

### **Section 2**

The Chair of the Board of Directors shall give notice of the annual membership meeting or a special meeting, as applicable, at least thirty (30) days prior to the date of the meeting.

### **Section 3**

Special meetings shall be called by the Chair of the Board of Directors on the written request of a majority of the members of the Board of Directors, or upon written petition of at least ten percent (10%) of all Voting Members.

### **Section 4**

Notice and agenda of such special meeting shall be mailed to each member at least thirty (30) days in advance of the meeting. Only items appearing on agendas distributed with the notice of meeting may be considered at a special meeting.

### **Section 5**

The Chair of the Board of Directors, or in the case of the Chair's absence, the Vice Chair/Chair-elect shall preside at all annual membership meetings and special meetings and shall appoint a parliamentarian as appropriate.

### **Section 6**

A quorum at a membership meeting or special meeting shall consist of a majority of the Voting Members present at a meeting or submitting a written or electronic ballot. Once a quorum is established, it will continue to be in effect throughout the meeting. Business will be conducted in accordance with the ACHCA standing rules for the annual membership meeting or special meeting, notwithstanding the withdrawal of enough members to leave less than a quorum.

### **Section 7**

Where and in the manner authorized by the Board of Directors and to the extent permitted by the Act, any person participating in a membership meeting may participate by means of conference telephone or by any means of communication such as electronic communication by which all persons participating in the meeting are able to read or hear proceedings substantially concurrently with their occurrence, vote on matters submitted to

members, pose questions, make comments, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

## **Section 8**

The Membership Meeting Standing Rules for conducting business at the annual membership meeting or special meeting shall be distributed to the voting members for consideration at least thirty (30) days prior to the annual membership meeting or special meeting. The adoption of these Membership Meeting Standing Rules shall require approval by a majority of voting members present or participating electronically.

## **ARTICLE XIII            CONFLICTS OF INTEREST**

In all instances, Directors, Officers, members and employees of the Corporation should avoid all actions involving material conflicts of interest with the Corporation. Directors and Officers should avoid any role in a national association which has as its principal concern health care facilities or health care administration. From time to time, as necessary, the Board of Directors may develop policy guidelines to help ensure the avoidance of any such material conflicts of interest.

No contract or transaction which may result in a direct or indirect financial or personal benefit to one or more of the Corporation's Directors, Officers, members, or employees shall be void or voidable solely for this reason, if:

- a.) The material facts of the individual's or individuals' relationship or interest in the contract or transaction are disclosed or are known to the Board of Directors, and the Board of Directors explicitly reviews the matter with the concerned individual or individuals absent while that matter is being discussed; and
- b.) The Board of Directors in good faith authorizes the contract or transaction in advance by the affirmative vote of a majority of the disinterested Directors or members, even though the disinterested Directors or members may constitute less than a quorum; or
- c.) The contract or transaction is fair to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors or the members.

Interested Directors, Officers or other interested individuals shall recuse themselves from Board of Directors meetings during both discussion and voting in connection with potential or actual conflict of interest situations. An interested individual may, however, answer questions if he or she otherwise recuses himself or herself.

Interested Directors and Officers may be counted in determining the presence of a quorum at a meeting of the Board of Directors at which the Board authorizes the contract or transaction at issue.

Failure of a Director or Officer to fully disclose circumstances or relationships as required by this Article and any policy guidelines adopted by the Board of Directors is cause for removal of the Director or Officer as provided for in these Bylaws.

## **ARTICLE XIV      AMENDMENTS**

Amendments to the Bylaws shall be acted upon by the Voting Members:

- a.) Upon the recommendation of the Board of Directors on not less than ninety (90) days' notice preceding the annual membership meeting; or
- b.) Upon written or electronically signed and submitted petition of ten (10) or more Fellows, provided notice of such proposed amendment(s) shall have been sent to the President at least ninety (90) days prior to the annual membership meeting.
- c.) The President must send notice of such proposed amendment(s) to each Voting Member of ACHCA not less than sixty (60) days prior to the annual membership meeting. The Voting Members will be sent a mail or electronic ballot, according to the rules established by the Board of Directors, for the purpose of voting on all proposed amendments.
- d.) Amendments to these Bylaws shall require an affirmative vote of two-thirds (2/3) of all Voting Members submitting ballots. The proposed amendments shall be provided to the Voting Members, not less than thirty (30) days prior to voting on the amendments. Not less than thirty (30) days prior to the annual meeting, voting on amendments must be completed and ballots counted.
- e.) Unless the Board of Directors has otherwise directed, all mail or electronic ballots will be collected and tabulated by an outside agency appointed by the President. Amendments shall be effective upon adoption unless otherwise stated in the amendment.

## **ARTICLE XV      PARLIAMENTARY AUTHORITY**

The American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern all deliberations and procedures of ACHCA and the various parts and subdivisions thereof, when not inconsistent with the Act, the Corporation's Articles of Incorporation, or these Bylaws.

When procedural or parliamentary questions and problems arise during sessions of the Board of Directors or at the meetings of the membership, they may be referred to the parliamentarian for study or opinion.

## **ARTICLE XVI      AUDITS AND FISCAL YEAR**

An annual financial analysis of ACHCA financial statements shall be conducted by a certified public accountant selected by the Board of Directors. The Board shall determine if the analysis should be an audit, review, or compilation. The ACHCA fiscal year and those of the affiliated chapters shall be October 1 through September 30.

## **ARTICLE XVII            SEAL, LOGO, AND DESIGNATION**

### **Section 1**

All members in good standing may wear the seal of ACHCA designated for his or her membership classification. A member in good standing may use the ACHCA name and/or logo for purposes of official ACHCA business as long as the words "member of" accompanies the use of either one. Such use shall be in accordance with any Board adopted policy.

### **Section 2**

Voting Members who are Fellows and ACHCA Certified Administrators may use their respective designations after their names on official stationery, articles for publication, or when appropriate in accordance with any Board adopted policy.

### **Section 3**

If a member resigns or is separated for any reason from ACHCA, s/he shall immediately discontinue the use of any membership designation.

### **Section 4**

The seal of ACHCA may not be used upon any member's business or personal stationery. It shall be reserved for the official use of ACHCA and its chartered Chapters.

## **ARTICLE XVIII            DISSOLUTION**

### **Section 1        Procedure**

ACHCA may be dissolved in accordance with the procedure prescribed in the Act. The Board of Directors shall approve a resolution recommending dissolution. Such resolution then shall be presented to the voting membership via electronic means, or at the annual membership meeting or at a special meeting of ACHCA. Notice of such meeting and of the proposed action shall be mailed to each voting member, the notice to be delivered not less than thirty (30) days before the date of such meeting. A resolution to dissolve the Corporation shall be adopted upon receiving an affirmative vote by at least two-thirds (2/3) of the votes cast by eligible Voting Members.

### **Section 2        Distribution of Assets**

At any time after the dissolution of ACHCA has been authorized, the Board of Directors then holding office shall distribute the assets of ACHCA remaining after the payment, satisfaction and discharge, or adequate provision thereof, of all liabilities and obligations of the Corporation in accordance with the Corporation's Articles of Incorporation.

## **ARTICLE XIX INDEMNIFICATION OF GOVERNING BOARD AND COMMITTEES**

### **Section 1 Purpose**

To afford adequate protection to each member of the Board of Directors and the committees, hereinafter referred to as members, while acting in or on behalf of the American College of Health Care Administrators.

### **Section 2 Indemnification**

As a safeguard against any potential lawsuit or other legal proceeding, each member of the Board of Directors and the committees, while acting in or on behalf of ACHCA, shall be indemnified to the fullest extent of permissible indemnification under Section 29-406.51 of the Act, as the same may be amended or supplemented.

This Article constitutes a contract between the members of the governing Board and the committees, and ACHCA.

Proviso: These restated Bylaws of ACHCA are effective as of April 17, 2013 or one day following the close of the 2013 Annual Membership meeting whichever is later.

April 17, 2013