



ACHE - SouthEastTexasChapter

An Independent Chapter of the American College of Healthcare Executives



AmericanCollege of
HealthcareExecutives
for leaders who care

BYLAWS

ACHE – SouthEastTexasChapter



ACHE – SouthEastTexasChapter Bylaws

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Bylaws of the ACHE – SouthEastTexasChapter

ARTICLE I – STRUCTURE

Section 1: Structure

American College of Healthcare Executive – Greater Houston Chapter, Inc. (the “Corporation”), dba ACHE – SouthEastTexasChapter is a non-profit corporation organized under the laws of the State of Texas and has members within the meaning of the Texas Non-Profit Corporation Act, TEX. REV. CIV. STAT. ANN. Art. 1396, (Vernon Supp. 1993). The Articles of Incorporation of the Corporation (as amended from time to time, the “Articles of Incorporation”) were filed in the office of the Secretary of State of the State of Texas on August 12, 1999. The purposes of the Corporation are specified in the Articles of Incorporation.

Hereinafter in these bylaws ACHE – SouthEastTexasChapter will be identified as the “Chapter”. The American College of Healthcare Executives national organization, headquartered in Chicago, Illinois, will be identified as “ACHE”.

ARTICLE II – MISSION AND AFFILIATION

Section 1: Mission

The mission of the Chapter, in the territory designated by ACHE, is to be the professional membership society for healthcare executives; to meet its members’ professional, educational, and leadership needs; to promote high ethical standards and conduct; to advance healthcare leadership and management excellence; and to promote the mission of ACHE.

Section 2: Affiliation with ACHE

So long as this Chapter remains a Chapter of the ACHE, the Chapter shall operate in accordance with the ACHE Criteria for Chapter Status. Chapter Bylaws shall be further enacted as necessary to satisfy any governmental regulations. Any disbursement of funds shall be for services rendered to or for the benefit of the Chapter in meeting its purpose. All such payments shall be made in accordance with the Bylaws.

Section 3: Organizational Identity

The Chapter is a distinct, separate entity from ACHE. The Chapter is therefore responsible for maintaining the chapter’s financial records, filing appropriate notices and forms with state and federal authorities, and maintaining necessary insurance coverage for the Chapter except where specific arrangements have been made for ACHE to serve as the Chapter’s registered agent. ACHE shall not be liable for the debts and obligations of the Chapter. The Chapter shall not be liable for the debts and obligations of ACHE.



ARTICLE III – MEMBERSHIP

Section 1: Eligibility

Membership in the Chapter shall be available automatically to all individuals who are members of the ACHE national organization headquartered in Chicago, Illinois or are eligible for any category of ACHE membership, and who are of the geographic territory of the southeast Texas region. Members must have an interest in or commitment to the profession of healthcare management, and agree to abide by the ACHE Code of Ethics and the Chapter Bylaws.

Section 2: Establishment of Membership

Membership in this Chapter shall become effective when a completed formal application has been submitted to ACHE national and when the designated annual dues payment has been received by ACHE.

Section 3: Types of Membership

Membership in this Chapter shall be consistent with 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 the Chapter.

Section 5: Termination, Suspension or Expulsion

The Chapter Board of Directors may suspend or expel any member for cause after giving such member the opportunity to have a hearing. Membership may be terminated by action of the Chapter Board of Directors as a result of violation of the ACHE Code of Ethics, nonconformity with the Chapter Bylaws, or conduct unbecoming a member, as determined by the Chapter Board of Directors. The Chapter Board of Directors may reinstate any member suspended or expelled.

ARTICLE IV – DUES

Section 1: Dues

The Chapter Board of Directors has an agreement with ACHE that annual dues will not be collected by the local Chapter. Also, at the discretion of ACHE, no portion of the ACHE dues paid by any member may be refundable because of resignation or because his or her membership is terminated for any reason.

Section 2: Nonpayment of Dues

Local membership shall be terminated for nonpayment of ACHE dues at a time consistent with and in accordance with, the policies and procedures of the Chapter and 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

Written notice stating the place, day and hour of the meeting shall be delivered to each member of record entitled to vote at such meeting, not less than 5 nor more than 60 days before the date of the meeting, by or at the direction of the president, or the secretary/treasurer.

Section 4: Eligibility to Vote

All 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

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

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 and Powers

The administration of this Chapter shall be managed by a management company approved by the elected officers and directors of the Chapter Board. The Chapter Board shall have authority and responsibilities for supervising the general operation of the Chapter in meeting its mission as stated in Article III. In addition, the property, business, and affairs of the Corporation shall be managed and controlled by the Chapter's Board and subject to the restrictions imposed by law, the Articles of Incorporation, and these Bylaws, the Board of Directors shall exercise all of the powers of the Corporation.

Section 2: Eligibility of Directors

Directors must be dues paying members of ACHE national who have completed at least one year of membership. To remain in good standing on the Board each Director should attend at least 50% of the Chapter's board meetings (e.g., 2/year) and at least 50% of the Chapter's quarterly educational/business sessions (e.g., 2/year). Board members not satisfying the attendance requirements or unable to provide a satisfactory reason for their absence will receive a letter from the Chapter President requesting their resignation.

Section 3: Eligibility of Officers

Officers must be dues paying members of the ACHE national who have completed at least a one year term on the Board. In addition to these



requirements, the Chapter President and Chapter President-elect must be affiliates of ACHE.

Section 4: Board and Elected Officers Composition

The Board of Directors shall consist initially of the twenty-one (21) Directors named in the original Articles of Incorporation filed with the Secretary of State of the state of Texas. The number of Directors may be increased or decreased from time to time by resolution of the Board of Directors, provided that the number of Directors shall never be less than three (3) nor more than twenty-one (21), unless the Board, by resolution, increases the number beyond twenty-one. Of the number of Directors serving one shall be the Regent of the southeast Texas region (who is a chapter member and shall be an ex officio, voting member) and shall continue to serve as a director during his/her term (typically three years).

The Officers of the Board shall consist of, at a minimum, three (3) elected Officers, as specified in Article VII, section 9, and at a minimum two (2) elected Directors. The Board shall decide on the total number of directors to serve each term and may choose to add additional directors during present or subsequent terms as they deem appropriate. The composition of the Board will be given consideration based on regional demographics (travel distance by a nominated director to board meetings will be a major consideration), diversity and appropriate representation from healthcare organizations that are major supporters of the Chapter.

Section 5: Chapter Board Meetings

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

Section 6: Notice

Notice of any regular or special meeting of the Board of Directors shall be given to each Director 10 days prior to the meeting, if notice is delivered by U.S. mail, or 5 days prior to the meeting if notice is delivered by facsimile or electronic mail. Any director may waive notice of any meeting.

Section 7: Quorum

One-half of the voting members of the Chapter Board shall constitute a quorum for any vote. In matters of conflict of interest in which an Officer or Director is the subject, the Officer or Director shall not be allowed to vote.

Section 8: Action of the Corporate/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 one-year term of Directors shall commence on January 1st and shall end December 31st. Directors and Officers may serve consecutive or multiple terms if re-nominated and approved as a result of the annual election by the Chapter's membership conducted during the Fourth Quarter Educational/Business Session.

Section 10: Removal

Any Director may be removed from office, with cause, by the affirmative vote of a majority of a quorum of the Members.

Section 11: Vacancies

Any vacancy occurring in the office of a Director, whether by death, resignation, removal, or otherwise, shall be filled by appointment by the Board of Directors. A Director appointed to fill a vacancy arising other than as a result of the completion of the term of a Director shall be appointed for the unexpired term of his or her predecessor in office. Any vacancy to be filled by reason of an increase in the number of Directors shall be filled by a resolution vote of a majority of a quorum of the Directors.

Section 10: Corporate/Chapter Officers

The officers of the Corporation/Chapter shall consist of a President, a President-elect, an Immediate Past President, a Secretary, a Treasurer, an Assistant Treasurer, and the Regent of the southeast Texas region (an ex officio, voting member), and such other officers and assistant officers as the Board of Directors may from time to time establish. Such other officers, assistant officers, and other designated Directors may serve as members of the Executive Committee of the Board of Directors. The Executive Committee will meet the month prior to each scheduled Board meeting and provide minutes of such meeting for approval by the Board of Directors. The Members of the Corporation shall elect the officers. Any two (2) or more offices may be held by the same individual, except the offices of President and Secretary. An individual may be re-elected to the same office for more than two (2) consecutive terms. Except for those officers elected at the Fourth Quarter Educational Session, the term of office for each officer shall be until the next succeeding Annual Meeting at which officers are elected.

President. The President shall be the chief executive of the Corporation/Chapter; shall act as Chairman of the Board; shall have general executive charge, management, and control of the properties, business, and operations of the Corporation with all such powers as may be reasonably incident to such responsibilities; shall have the authority to agree upon and execute all leases, contracts, evidences of indebtedness, and other obligations in the name of the Corporation subject to the approval of the Board of Directors; and shall have such other powers and duties designated in these Bylaws and as may be assigned to such officer from time-to-time by the Board of Directors.



The President shall convene and preside over meetings of the Board or Meetings of Members, and shall serve as liaison with ACHE. He or she may designate additional members (e.g., Board Advisors, Board Director Emeritus, etc.) of the Board to serve as a Chapter Officer.

President-elect. The President-elect shall act as Chairman of the Board in the absence of the President; and shall have such powers and duties as may be assigned to such officer by the Board of Directors including the performance of the duties of the President upon the death, absence, or resignation of the President or upon the President's inability to perform the duties of such office. Any action taken by the President-elect in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act as the President at the time such action was taken. The President-elect shall advance to President at the completion of the preceding President's term of office without an election once elected to the office of President-elect by the Chapter membership. In addition, the President-elect serves as the Chair of the Standing Committee, the Nominating Committee, and will appoint a co-chair with the option to appoint another member of the Board to serve on that committee.

Immediate Past President. The Past President may substitute for the Chapter President or President-elect in their absence or inability to serve and shall convene and preside over meetings of the Chapter Board or Meetings of Members, and may serve as liaison with ACHE.

Secretary. The Secretary shall keep the minutes of all meetings of the Executive Committee and the Board of Directors in books provided for that purpose; shall attend to the giving and serving of all notices; in furtherance of the Corporation's/Chapter's purposes and subject to the limitations contained in the Articles of Corporation, may sign with the President in the name and on behalf of the Corporation/Chapter and/or attest the signatures thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes, and other instruments of the Corporation; shall have charge of the Corporation's/Chapter's books, records, documents, and instruments, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and such other books and papers as the Board of Directors may direct, all of which shall be open at reasonable times to the inspection of any Director upon application at the Corporation's/Chapter's office during business hours; and shall in general perform all duties incident to the office of Secretary subject to the control of such office, a Member may be appointed by the Board of Directors to assume full authority and responsibility of the Secretary during such absence or for such time the Secretary is unable to perform his/her duties.

Treasurer. The Treasurer shall have custody of all of the Corporation's/Chapter's funds and securities that come into such officer's hands. When necessary or



proper, the Treasurer may endorse or cause to be endorsed, in the name and behalf of the Corporation/Chapter, checks, notes, certificates of deposit, and other obligations for collection and shall deposit or cause to be deposited the same to the credit of the Corporation/Chapter in such bank or banks or depositories and in such manner as shall be designated and prescribed by the Board of Directors; may sign or cause to be signed all receipts and vouchers for payments made to the Corporation/Chapter either alone or jointly with such other officer as may be designated by the Board of Directors; shall render or cause to be rendered a statement of the cash account whenever required by the Board of Directors; shall enter or cause to be entered regularly in the Corporation's/Chapter's books to be kept by such officer for that purpose full and accurate accounts of all moneys received and paid out on account of the Corporation/Chapter; shall perform all acts incident to the position of Treasurer subject to the control of Board of Directors; and shall, if required by the Board of Directors, give such bond for the faithful discharge of such officer's duties in such forms as the Board of Directors may require.

The Treasurer also serves as the Co-Chair of the Finance Committee that meets each month.

Assistant Treasurer. The Assistant Treasurer shall assist the Treasurer in his/her duties. In the event the Treasurer is absent or unable to perform the duties of such office, the Assistant Treasurer shall assume the full authority and responsibility for the duties of the Treasurer. The Assistant Treasurer also serves with the Treasurer as Co-Chair of the Finance Committee.

Regent, Southeast Texas Region. The Regent serves as a liaison with the Board by providing relevant/timely information from ACHE to the Board and Officers. In addition, the Regent serves as a key leader in helping to develop local program councils in the southeast Texas region.

The President may also choose to appoint one or more advisors to serve on the Board and attend Officer meetings.

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 during the Chapter's 4th Quarter Educational/Business meeting of chapter members (generally held in November) except when there is only one candidate for an office, in which case the Chapter Board President shall call for election of the candidate, by acclamation. When there are two or more candidates for an office, a majority vote of members shall constitute an election.



ARTICLE VIII – COMMITTEES

Section 1: Standing Committees

There shall be at least ten (10) standing committees with the Chapter. They are as follows: *Nominating; Academic Practice Interface; Dr. Jephtha W. Dalston Annual Student Awards & Recognition; Community Outreach & Golf Tournament; Communications; Finance; Membership; Mentorship; Program; Sponsorship.*

The nominating committee shall consist of at least two current Chapter Officers (one of which is the President-elect as Chair), a Regent of ACHE (who is a chapter member and shall be an ex officio, voting member), and the option of additional members selected by the Nominating Committee Chair. 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 his or her name in nomination as an officer or director by submitting a petition with the signatures of no less than five (5) percent of the chapter membership requesting such nomination. The final slate shall be presented to chapter members by notice of a meeting of the membership no later than 60 days prior to the meeting.

The remaining nine (9) committees shall each have two co-chairs which may be appointed by the Officers of the Board or volunteers from the Chapter's membership may choose to serve.

Section 2: Local Program Councils

The Board may create, establish terms, and appoint chapter members to local program councils. Such councils shall conduct such chapter business within a geographic area of the Chapter territory as determined by the Board, including arranging and sponsoring educational and networking events. The Board shall be responsible for providing appropriate support to assist the local program councils in ensuring their success.

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 any of the standing 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.

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 verbal 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 disclosure should be made to the President of the Board.

ARTICLE X – INDEMNIFICATION AND INSURANCE

Section 1: Indemnification and Insurance. The Corporation/Chapter shall indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) any person who is or was a Director, officer, employee, or agent of the Corporation (or any person who is or was serving at the request of the Corporation/Chapter as a Director, officer, employee, or agent of another corporation, partnership, local program council, joint venture, trust, or other enterprise) to the fullest extent required or permitted by applicable law. In addition, the Corporation/Chapter shall have the power to indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) to the fullest extent permitted by law such other persons as the Board of Directors may determine from time-to-time. The Corporation/Chapter shall have the power to purchase and maintain at its expense insurance on behalf of such persons to the fullest extent permitted by applicable law, whether or not the Corporation/Chapter would have the power to indemnify such person under the foregoing provisions.

ARTICLE XI – AMENDMENTS

Section 1: Amendments

These Bylaws may be altered, amended, or repealed at any Annual Meeting or at any Special Meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of Directors then serving on the Board of Directors, if notice of the proposed amendment is contained in the notice of such Annual or Special Meeting.

Section 2: Review of Chapter Bylaws

Prior to enactment or modification, the Bylaws will be reviewed and approved by ACHE in accordance with existing policies and procedures. ACHE and the Chapter shall maintain a record of all revisions to the Bylaws, including effective dates.



ARTICLE XII- 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 XIII – 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: Fiscal Year

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

Section 3: Records

The Chapter shall keep correct and complete records of accounts and shall keep minutes of the proceedings of the Executive Committee meetings and the Board of Directors meetings. Standing committees will be responsible for appropriate documentation of their meetings.

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.