

THE HEALTHCARE LEADERSHIP NETWORK OF THE DELAWARE VALLEY

**An Independent Chapter of the
American College of Healthcare Executives (ACHE)**

CHAPTER BYLAWS

Revised August 2016 (Diversity and Inclusion name update only)

Approved by membership: January 2014

ARTICLE I: NAME

The name of this organization shall be The Healthcare Leadership Network of the Delaware Valley, (hereinafter referred to as "Chapter"). The Chapter is a not-for-profit entity incorporated in the Commonwealth of Pennsylvania. The Chapter is an independent Chapter of the American College of Healthcare Executives (hereinafter referred to as "ACHE").

ARTICLE II: OFFICES

The registered office of the corporation shall be at 603 Fariston Drive, Wynnewood, PA 19096. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the corporation may require.

ARTICLE III: SEAL

The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania".

ARTICLE IV: MISSION AND AFFILIATION

Section 4.1 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 4.2 Affiliation with ACHE

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

Section 4.3 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 V: MEMBERSHIP

Section 5.1 Eligibility

All ACHE affiliates located within the Chapter's assigned geographic territory shall be members of the Chapter. Only ACHE affiliates are eligible to hold membership in the Chapter.

Section 5.2 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 5.3 Categories of Membership

Membership in this Chapter shall be the same as the ACHE membership categories in effect from time to time, including Chapter Members Emeritus as defined and approved by ACHE.

Section 5.4 Resignation

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

ARTICLE VI: DUES

Section 6.1 Dues

The Chapter shall not charge dues for membership in the Chapter. Dues shall be charged by and paid to ACHE in accordance with the dues schedule in force at the time.

Section 6.2 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 VII: FINANCES

◆ **Section 7.1 Fiscal Year**

The fiscal year for the organization shall be from January 1 through December 31.

◆ **Section 7.2 Treasurer's Report**

A Treasurer's report shall be distributed monthly to the Board of Directors and presented and reviewed at each meeting of the Board of Directors. The Treasurer will communicate annually Chapter's financial results to the membership.

◆ **Section 7.3 Processing of Checks**

Checks drawn on the Chapter shall be signed by one of the following directors:

- Treasurer,
- President,
- President-Elect, or
- Secretary.

Checks drawn on the Chapter in the amount of \$7500 or greater will require two of the above signatures.

ARTICLE VIII: OFFICERS AND DIRECTORS

◆ **Section 8.1 Board of Directors**

The business and affairs of this corporation shall be managed by its Board of Directors, who shall be natural persons of full age and who need not be residents of this Commonwealth but who shall be members of this corporation. They shall be elected by the members through the HLNDV nomination process and officially recognized at the annual meeting of the members of the Corporation. Each director with voting privileges shall be elected for a term of two years duration and until his/her successor shall be elected. *Non-voting board members (Director Emeritus and Student Board members) shall serve a single one year term and until his/her successor shall be elected. See section 8.6 for Terms of Office.*

◆ **Section 8.2 Powers and Authorities**

In addition to the powers and authorities by these bylaws expressly conferred upon them, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and business matters as are not by statute or by the Articles or by these bylaws directed or required to be exercised or done by the members.

◆ **Section 8.3 Meetings**

The meetings of the Board of Directors may be held at such times and at such place or places within this Commonwealth or elsewhere, as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.

Email or personal notice of every meeting of the Board of Directors shall be given to each Director at least ten (10) days prior to the day of the meeting.

◆ **Section 8.4 Quorum**

One-half of the voting members of the Board of Directors 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 8.5 Board of Directors and Duties and Powers**

The Board of Directors of the Chapter shall be as follows:

- President,
- President-Elect,
- Secretary,
- Treasurer,
- Past President,
- and all Co-Chairpersons of the following standing committees:
 - Diversity and Inclusion,
 - Membership Services,
 - Communications,
 - Events & Education,
 - Career Development,
 - Academic Relations, and
 - Sponsorship.
- The Board of Directors will also include a maximum of four Director-At-Large Representatives, and
- any ACHE Regents that represent the geographic area that the Chapter serves.

These individuals shall comprise the Board of Directors. All of these Directors will be voting members of the Board. The Board may also have non-voting membership including: A Director Emeritus and up to two Student Board members.

All these positions are elected offices, except for the Director Emeritus who is appointed by the Executive Committee with Board approval. The other exceptions are that the LPC Chairs are elected by their respective representation within the chapter and not by vote of the full chapter membership. Student representatives will be recommended by the Academic Relations Committee through a student election process and appointed by Board Approval.

The Duties and Powers of the directors shall be:

President

The President shall represent the Chapter to the healthcare community. The President shall preside at all general membership meetings and meetings of the Board of Directors. The President shall represent the Chapter at functions of other professional associations. The President shall be the Chairperson of the Executive Committee and preside at all Executive Committee meetings. The President serves as a liaison with ACHE and must be an FACHE.

President-Elect

The President-Elect shall assist the President, as needed, in the business of the Chapter. The President-Elect shall act on behalf of the President in the President's absence. The President-Elect shall be a member of the Executive Committee. The President-Elect shall carry out other duties and assignments as may be delegated by the President such as outreach to other healthcare organizations for collaborative efforts in programming, arranging for the Annual Board Retreat, Developing the Annual report, Providing new Board members with Board Orientation and assisting committee Chairs where needed to support their efforts. The President-Elect shall serve as the Chairperson of the Nominating Committee. The President-Elect shall assume the position of President after the expiration of the current President's term. The President-elect must be an FACHE.

Secretary

The Secretary shall record all the votes of the corporation and the minutes of the proceedings of the corporation in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. The Secretary shall preserve all papers and records of the Chapter, shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President. The Secretary shall handle all official correspondence. He or she shall keep in safe custody the corporate seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it. The Secretary shall be a member of the Executive Committee.

Treasurer

The Treasurer shall have custody of all the funds and securities of the Chapter and shall deposit same in one or more banks as designated by the Board of Directors. The Treasurer shall have the authority to disburse funds in payment of all ordinary expenses of the Chapter. The Treasurer shall be responsible for keeping full and accurate accounts of all receipts and expenditures. The Treasurer shall be responsible for preparing financial statements upon completion of the fiscal year. These statements are to include an annual Balance Sheet and Statement of Revenue

and Expenses. The Treasurer shall also prepare for the Board of Directors monthly financial statements. He or she shall render to the President and directors, at the regular meetings of the Board or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall have the responsibility for periodic review of the Chapter's investments and shall make recommendations to the Board of Directors. The Treasurer shall be a member of the Executive Committee. The Treasurer shall be Chairperson of the Finance Committee and preside at the Finance Committee meetings.

Past President

The Past President shall be the individual who preceded the current President, an ex-officio member of the Board of Directors with voting privileges and shall serve as an advisor to the President on matters as required by the President and other directors of the Board of Directors. The Past President shall be a member of the Executive Committee.

Co-Chairpersons of the Diversity and Inclusion, Events & Education, Membership Services, Communications, Career Development, Academic Relations, and Corporate Sponsorship Committees

The Co-Chairpersons of these committees will be responsible for the activities of each of their respective committees. The Co-Chairpersons shall be members of the Board of Directors with full voting privileges.

Director-At-Large Representatives (Maximum of 4)

Two of the Director-At-Large positions will be filled by the respective Chairs of the South Jersey LPC and the Delaware LPC. One Director-At-Large will serve as Chapter Volunteer Coordinator. The final Director-At-Large will serve in an Ad-hoc role with responsibilities for specific projects as designated by the Executive Committee. These representatives shall be members of the Board of Directors with full voting privileges.

ACHE Regents

ACHE local area Regents that represent geographic areas that directly overlap all or part of Chapter's service area, shall be ex-officio members of the Board of Directors with voting privileges. ACHE Regents shall represent the

interests of the ACHE Members they serve. The Regents may assign designees to attend Chapter Board meetings in their absence; however, designees may not serve as a Board Member in the “ex officio” capacity.

Director Emeritus The Board may appoint one or more former Officers or Regents as Directors Emeritus upon the conclusion of their terms. Directors Emeritus must be FACHE who will serve in an advisory capacity to the Board, and who will be non-voting members of the Board. They will have one year terms but the Board may appoint them to additional one (1) year terms.

Student Board Members There can be up to two student board members serving one year terms on the Board. They will be non-voting members and will be supervised by the Academic Relations committee co-chairs and the Executive Committee. They will be elected through a nomination process run by the Academic Relations committee. They will have projects assigned according to their interests and HLNDV need. They will be expected to participate on Board calls and report their projects to the Board.

◆ **Section 8.6 Terms of Office**

Terms of office for Board Directors (except for Director Emeritus and the Student Board Representatives) shall be for two years – from June 1st through May 31st – and until a successor shall be elected. All Directors may be elected to a maximum of two consecutive terms to any one office. This limitation may be waived by a unanimous vote of the Board of Directors if no other individual shows an interest in the office and the current director is willing to serve beyond the completion of the second term. Committee Chairs (Co-Chairs) will serve two year terms, with only one of each committee chair being replaced during any given election to ensure continuity of activities and leadership.

The new Board will be officially recognized at the annual June Membership Meeting. The new Board will also be announced in the Newsletter and on our Website’s Board listing.

◆ **Section 8.7 Nominations for Office**

All active members of the Chapter are eligible to be nominated for office with the following requirements:

1. The nominees for Officer positions, including President, President-Elect, Treasurer and Secretary, must have served as a Director for a period of at least two years prior to nomination and must be members of the Chapter;
2. The nominees for the Committee Co-Chairpersons and the Director-At-Large Representatives must be members of the Chapter and regularly participating members of any committee or actively involved in the organization's work for a period of at least one year prior to nomination.

The nominating process will begin with a call for nominations in the Winter Newsletter. A second call for nominations will be completed via a separate mailing to the general membership no less than sixty days prior to the election by the Nominating Committee.

◆ **Section 8.8 Election of Directors**

The Nominating committee will oversee the election process. Candidates must meet the previously delineated requirements of office. Write in candidates meeting nomination requirements can be accepted only during the call for nominations, but not during the actual vote.

The Nominating Committee will ask all candidates to provide their Bio, a photograph, and a statement of their qualifications and why they want to serve for a specific position. This information will be provided to membership to consider in their voting. The Nominating Committee shall mail a ballot including a slate of directors up for election to the general membership no less than thirty days prior to the election. All ballots must be returned to the Nominating Committee no later than two weeks prior to the start of the new term. Ballots will be tallied by the Nominating Committee within two weeks after the deadline set for the return of ballots. A simple majority of those members submitting ballots is required for election. The newly elected members shall take office at the first Board meeting in June each year. The results of the election will be announced at the Annual Meeting and in the HLNDV Newsletter and posted on the HLNDV website.

◆ **Section 8.9 Vacancies**

Appointments are to be recommended by the Executive Committee and made by a majority vote of the full Board of Directors to fill vacancies occurring in any office for the duration of the unexpired term.

◆ **Section 8.10 Removal from Office**

The entire Board of Directors, or a class of the Board, where the Board is classified with respect to the power to select directors, or any individual director, may be removed from office without assigning any cause by the vote of members entitled to cast at least a majority of the votes which all members present would be entitled to cast at any annual or other regular election of the directors or of such class of directors. In case the Board or such a class of the Board or any one or more directors are so removed, new directors may be elected at the same meeting. If members are entitled to vote cumulatively for the Board or a class of the Board, no individual director shall be removed in case sufficient votes are cast against the resolution for his removal, which, if cumulatively voted at an annual or other regular election of directors, would be sufficient to elect one or more directors to the Board or to the class.

The Board of Directors may declare vacant the office of a director if he or she is declared of unsound mind by an order of court or is convicted of felony, or if within sixty (60) days after notice of his or her selection, he or she does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill such other requirements of qualification as the bylaws may specify.

◆ **Section 8.11 Fiduciary Responsibility**

A director of the corporation shall stand in a fiduciary relation to the corporation and shall perform his duties as a director, including his or her duties as a member of any committee of the board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:

- One or more directors or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented.

- Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person.
- A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual directors may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon suppliers and customers of the corporation and upon communities in which offices or other establishments of the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section.

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the corporation.

A director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless:

1. The director has breached or failed to perform the duties of his office under this section.
2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this section shall not apply to:

1. The responsibility or liability of a director pursuant to any criminal statute;
or
2. The liability of a director for the payment of taxes pursuant to local, State or Federal law.

Directors as such, shall not receive any stated salary for their services, but by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular meeting of the Board provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE IX: COMMITTEES

◆ **Section 9.1 Standing Committees**

The Standing Committees of the Chapter shall be:

- Executive Committee
- Events & Education Committee
- Member Services Committee
- Communications Committee
- Career Development Committee
- Academic Relations Committee
- Finance Committee
- Corporate Sponsorship Committee
- Nominating Committee
- Local Planning Councils
- Diversity and Inclusion Committee
- Volunteer Coordinator Committee

All committees shall be made up only of members of the Chapter and shall be open to any active member who has an interest in participating. The Board of Directors can from time to time add or delete committees or modify the purpose of any Standing Committee.

◆ **Section 9.2 Executive Committee**

The Executive Committee shall be comprised of the President, President-Elect, Past President, Treasurer and Secretary. The Executive Committee's purpose is to provide guidance to the President and may act on behalf of the Board with certain matters as previously approved by the Board of Directors. The President shall chair the Executive Committee and may call a meeting of the Executive Committee as necessary. The Executive Committee will be responsible for the oversight of the Director-At-Large and Student Board representatives.

◆ **Section 9.3 Events & Education Committee**

The Events & Education Committee shall plan select programs and events for the Chapter on an annual basis and report such plans to the Board of Directors. It shall be responsible for all necessary arrangements and actions to conduct

such programs and events. The Events & Education Committee shall be responsible for determining the interest and wishes of the membership concerning educational, networking and other programming, and planning the annual calendar accordingly. The Events & Education Committee is responsible for ensuring that ACHE Face-to-Face (formerly known as Category I) educational opportunities are made available locally.

Section 9.4 Member Services Committee

The Member Services Committee shall be responsible for all activities related to understanding the needs of the members. Responsibilities may include creating, conducting and analyzing the annual membership survey for presentation to the board, creating and maintaining a new member outreach program, updating the member value statement and coordinating outreach to all subsections of members in conjunction with other committees.

Section 9.5 Communications Committee

The Communications Committee, in conjunction with the Communication Consultant, shall be responsible for supporting chapter communications and will oversee development and maintenance of the website, quarterly chapter newsletter, social media, public relations, and related activities.

Responsibilities include:

- Website: Oversee the development and updates/revisions to the chapter website.
- Newsletter: Establish guidelines for acceptable content, creation of original content, acquisition and review of content (text and photographs) from members and external sources, editing, and creative/layout/design recommendations.
- Social Media: Establish and maintain the chapter's visibility on social media platforms (e.g. Facebook, Twitter, LinkedIn).
- Public Relations: Support public relations activities and internal/external communication (in coordination with the Executive Committee) on behalf of the chapter.

◆ Section 9.6 Career Development Committee

The Career Development Committee shall provide direction to the career advancement activities of the organization, recognize career achievement of members, and support ACHE recruitment and advancement of members. It shall support the linkage with ACHE, the healthcare community as well as local academic programs by liaison with students including, but not limited to a

Mentorship Program, Employment Opportunities Bulletin and the Administrative Achievement Award, and in conjunction with the Events & Education Committee offer an annual career development educational program. The Career Development Committee shall also be responsible to identify and communicate community service opportunities to the general membership of the Chapter. The Career Development Committee shall also oversee the ACHE Advancement functions, which may be accomplished through the formation of a sub-committee and by collaborating with the local area ACHE Regents to promote advancement within ACHE. Specific functions may include, but are not limited to Advancement Information Sessions, Study Groups, Support Groups, and “Buddy” systems to assist ACHE Regents in meeting their annual advancement targets.

The Career Development Committee shall also oversee the Award Selection Sub-Committee for awards identified by the Chapter. This involves overseeing the administration and process for selecting the winner. Award Selection Sub-Committee will be comprised of the following individuals: Chair of the Career Development Committee, two members of the Career Development Committee, Director-At-Large, President, Past President, Previous Award Winner(s), and others as deemed necessary by the Co-Chairs of the Career Development Committee.

◆ **Section 9.7 Academic Relations Committee**

The Academic Relations Committee shall be responsible for identifying and developing opportunities for the Chapter to improve its relations with students, faculty and educational programs related to our mission. The specific functions of this committee may include, but are not limited to: promote student and faculty membership and active participation in the Chapter and ACHE, develop ongoing relationships with schools in ACHE’s Higher Education Network, develop and plan student conferences, coordinate professional visits to student programs to promote the profession, and identify potential guest speakers and faculty for educational programs. It is ideal to have both student and faculty representation on this committee and if possible the Committee should be Chaired or Co-Chaired by a faculty member of a Healthcare Administration program.

◆ **Section 9.8 Finance Committee**

The Finance Committee shall be responsible for the overall financial concerns of the Chapter. The following activities will be identified, reviewed and recommended to the Board of Directors for final approval:

- Develop and monitor annual Budget

- Ensure safe and appropriate record keeping of the Chapter's financial records
- Ensure proper controls and safeguards are in place to protect the Chapter's assets
- Develop and implement an investment strategy
- Ensure all local, state and federal taxes are filed in a timely manner
- Identify and engage a certified public accounting firm to perform services for the Chapter
- Meet on an annual basis (or more frequently if necessary) to review Chapter financial issues.

The Treasurer shall chair the Finance committee and at least one other Board member will serve on this committee. Other activities may include, but are not limited to, maintaining and enhancing the Chapter's Corporate Sponsorship program, identifying and pursuing grant funding, preparing cost/benefit analysis of ACHE services and other proposals.

◆ **Section 9.9 Corporate Sponsorship Committee**

The Corporate Sponsorship Committee shall coordinate all correspondence with new/existing corporate sponsors to secure and maintain contributors. New corporate sponsors may be identified by a board member, at HLNDV events, etc., but the committee shall not solicit new sponsorships through cold calling. The Corporate Sponsorship Committee's responsibilities include (but are not limited to) reviewing/revising sponsorship level benefit descriptions (i.e. platinum, gold, and silver) on an annual basis, communicating with identified potential corporate sponsors, securing new corporate sponsors, ensuring benefits of existing corporate sponsors (e.g., website logo, complementary passes to events, newsletter articles, marketing opportunities at events), maintaining relationships with existing corporate sponsors, renewing existing corporate sponsorship agreements, and maintaining information found on the sponsorship page of the HLNDV website.

◆ **Section 9.10 Nominating Committee**

The Nominating Committee shall be responsible for the preparation of a slate of directors for election as previously described. The Nominating Committee shall be chaired by the President-Elect and also shall consist of the immediate Past President, the current President, and any ACHE Regent who is a Chapter member. The Nominating Committee shall conduct the nominating processes in concert with the rules detailed in Section 8.7 and 8.8 of these Bylaws. The Chairperson of the Nominating Committee shall conduct the annual election of directors.

◆ **Section 9.11 Local Planning Councils**

Local Planning Councils may be established to conduct educational and networking events and activities within a local area designated and approved by the Chapter's Board of Directors. Local Planning Councils will cover a subsection of the Chapter's larger geographic area. Functions and duties of a Local Planning Council may include:

- Organizing and conducting education and networking events
- Organizing and conducting advancement information sessions and/or advancement study groups/support groups
- Recruiting new Chapter members from the local area
- Nominating and promoting members for recognition and awards
- Developing relationships and supporting student chapters
- Supplying a quarterly schedule of events for the Chapter's newsletter and website
- Supplying other brief news articles and information about people and events in the local area for the Chapter's newsletter and website.

Local Planning Councils should coordinate their efforts with the larger efforts of the Chapter. The LPC Chair shall be considered an HLNDV Board member (Director-At-Large role). As such they will report to the HLNDV Board and have oversight by the HLNDV Executive committee. The LPC Bylaws must be consistent with those of HLNDV/ACHE and be approved by the HLNDV Board and reviewed/updated biannually.

The Chapter's Board of Directors can designate and approve additional Local Planning Councils and/or disband current Local Planning Councils from time to time as necessary.

◆ **Section 9.12 Diversity and Inclusion Committee**

The Diversity and Inclusion Committee will champion diversity and cultural competency and strengthen the efforts of the Institute for Diversity in Health Management and other associations. The committee will engage Chapter and non-Chapter senior leadership with Diversity expertise to develop educational programs for the Chapter and help promote and participate in Diversity efforts. They will work with our other committees to create Diversity related programs. They will approach diversity from any/all aspects (including but not limited to race, gender, sexual preference, age, disabled and any minorities). Develop relationships and partnerships with other diverse organizations. Coordinate and be consistent with ACHE's Diversity efforts.

◆ **Section 9.13 Volunteer Coordinator Committee**

A Director-At-Large will have the responsibility of overseeing the Chapter's Volunteer Management. They will form a committee to help coordinate Chapter Volunteer enlistment, engagement, and participation. Will provide opportunities for non-committee as well as committee volunteers, and coordinate the volunteer efforts/needs of the HLNDV committees and other Board members. Will work with the Chapter Administrative Consultant to enhance our volunteer program via our website capabilities. Responsible for investigating, sharing, and incorporating ACHE best practice Volunteer components into our efforts.

◆ **Section 9.14 Other Committees**

The Board of Directors shall have the authority to establish *ad hoc* committees as appropriate in order to support the purpose and fulfill the functions of the Chapter. *Ad hoc* committees shall function for the period of time required to complete the specifically assigned task.

The Board of Directors may, by resolution adopted by a majority of the directors in office, establish one or more committees to consist of one or more directors of the corporation. A committee may also include other members of the corporation. Any such committee, to the extent provided in the resolution of the Board of Directors or in the bylaws, shall have and may exercise all of the powers and authority of the Board of Directors, except that no such committee shall have any power or authority as to the following:

1. The submission to members of any action required by statute to be submitted to the members for their approval.
2. The filling of vacancies in the Board of Directors.
3. The adoption, amendment or repeal of the bylaws.
4. The amendment or repeal of any resolution of the Board.
5. Action on matters committed by the bylaws or resolution of the board of Directors to another committee of the Board.

The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified members of any committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he/she or they constitute a quorum, may unanimously appoint another member of the corporation to act at the meeting in the place of any such absent or disqualified member. Each committee of the Board shall serve at the pleasure of the Board.

ARTICLE X: MEETINGS

◆ **Section 10.1 Regular Membership Meetings and Annual Meeting**

Regular membership meetings shall be scheduled by the Board of Directors, at such places within or without the Commonwealth of Pennsylvania, as may from time to time be fixed by the Board of Directors. Notification of these meetings to all members will be made at least ten (10) calendar days prior to the date of the meeting. There shall be one annual membership meeting to conduct business and update membership on Chapter activities and any such other business as may be properly brought before the meeting. The annual meeting shall be held in June of each year (but may be held at another time at the discretion of the Board so long as adequate notice is provided to membership in advance). If the annual meeting has not been called and held within six months after the designated time, any member may call such meeting.

◆ **Section 10.2 Special Membership Meetings**

Special meetings of the Chapter's general membership may be called at any time by the President, or the Board of Directors, or members entitled to cast at least ten percent (10%) of the votes which all members are entitled to cast at the particular meeting. At any time, upon written request of any person who has called a special meeting, it shall be the duty of the Secretary to fix the time of the meeting which shall be held not more than sixty days after receipt of the request. If the Secretary shall neglect or refuse to fix the time of the meeting, the person or persons calling the meeting may do so. Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto unless otherwise ordered by unanimous consent of the eligible voting members present and voting.

◆ **Section 10.3 Notification**

Notice of every meeting of the members, stating the time, place and object thereof, shall be given by, or at the direction of, the Secretary to each member of record entitled to vote at the meeting, ten (10) days prior to the day named for the meeting, unless a greater period of notice is required by statute in a specific case. Notification of pending meetings of the general membership shall be defined as notice sent via United States mail, facsimile, email, courier, or overnight carrier to all active members of the Chapter.

Any action which may be taken at a meeting of the members or of a class of

members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the members who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the corporation.

◆ **Section 10.4 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. No member shall sell his vote for money or anything of value. Upon request of a member, the books or records of membership shall be produced at any regular or special meeting of the corporation. If at any meeting the right of a person to vote is challenged, the presiding director shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be members entitled to vote may vote. The right of a member to vote, and his right, title and interest in or to the corporation or its property, shall cease on the suspension or termination of his membership.

Elections for Directors need not be by ballot except upon demand made by a member at the election and before the voting begins.

◆ **Section 10.5 Quorum**

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

◆ **Section 10.6 Order of Presiding**

At any membership meeting, the President of the Chapter shall preside. In the President's absence, the President-Elect shall preside. In the event that both the President and President-Elect are absent, one of the following directors present in the order stated shall preside:

- Treasurer
- Secretary
- Past President
- A Co-Chair of one of the committees

ARTICLE XI: Books and Records

The corporation shall keep an original or duplicate record of the proceedings of the

members and Board of Directors, the original or a copy of its By-laws, including all amendments thereto to date, certified by the Secretary of the Corporation, and an original or duplicate membership register, giving the names of the members, and showing their respective addresses and the class and other details of the membership of each. The corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the corporation in this Commonwealth, or at its principal place of business wherever situated, or some other place agreed to by majority consent of the Board of Directors.

Every member shall, upon written demand under oath stating the purpose thereof, have right to examine, in person or by agent or attorney, for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and Board of Directors, and to make copies or extracts there from. A proper purpose shall mean a purpose reasonably related to the interest of such person as member. In every instance where attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the corporation at its registered office in the Commonwealth or at its principal place of business wherever situated.

ARTICLE XII: MEMBERSHIP CERTIFICATES

Membership in the corporation may be evidenced by Certificates of Membership, in which case they shall be in such form and style as the Board of Directors may determine. The fact that the corporation is a nonprofit corporation shall be noted conspicuously on the face of each certificate. They shall be signed by the President, President-elect or by the Secretary and shall bear the corporate logo.

ARTICLE XIII: TRANSACTION OF BUSINESS

◆ Section 13.1 Purchase and Sale of Property

The corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the members in office of the Board of Directors, except that whenever there are twenty-one or more directors, the vote of a majority of the members in office shall be sufficient. Unless otherwise restricted in these bylaws, no vote or consent of the members shall be required to make effective

such action by the Board of Directors. If the real property is subject to a trust the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

◆ **Section 13.2 Use of Profits**

Whenever the lawful activities of the corporation involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the members or Board of Directors.

ARTICLE XIV: ANNUAL REPORT

The Board of Directors shall present annually to the members a report, verified by the President and Treasurer or by a majority of the directors, showing in appropriate detail the following:

1. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
2. The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
3. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
4. The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
5. The number of members of the corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

This report shall be filed with the minutes of the meeting of members.

ARTICLE XV: NOTICES

◆ Section 15.1 Written Notices

Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, charges prepaid, to his address appearing on the books of the corporation, or, in the case of directors, supplied by him to the corporation for the purpose of notice. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these bylaws. When a special meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

◆ Section 15.2 Waiver of Notice

Whenever any written notice is required to be given under the provisions of the statute or the Articles or bylaws of this corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of members such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XVI: MISCELLANEOUS PROVISIONS

◆ Section 16.1 Remote Attendance at Meetings of the Board of Directors

One or more persons may participate in a meeting of the Board of Directors or of the members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

◆ **Section 16.2 Capital Contributions**

So long as the corporation shall continue to be organized on a nonstock basis, the Board of Directors shall have authority to provide for the members to make capital contributions in such amounts and upon such terms as are fixed by the Board of Directors in accordance with the provisions of section 5541 of the Nonprofit Corporation Law of 1988.

◆ **Section 16.3 Subventions**

The Board of Directors, by resolution, may authorize the corporation to accept subventions from members or nonmembers on terms and conditions not inconsistent with the provisions of Section 5542 of the Nonprofit Corporation Law of 1988, and to issue certificates therefore.

◆ **Section 16.4 Rules of Order**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any other special rules of order the organization may adopt.

ARTICLE XVII: INDEMNIFICATION

The corporation shall indemnify each of its directors, officers, and employees whether or not then in service as such (and his or her executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he or she is or was a director, officer or employee of the corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Corporation for negligence or misconduct in the performance of his or her duties, or was derelict in the performance of his or her duty as director, officer or employee by reason of willful misconduct, bad faith, gross negligence or- reckless disregard of the duties of his or her office or employment. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such director, officer or employee may be entitled.

ARTICLE XVIII: AMENDMENTS

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

Bylaws may be adopted, amended or repealed by the vote of members entitled to cast at least a majority of the votes which all members present are entitled to cast thereon at any regular or special meeting duly convened after notice to the members of that purpose.

Ratified by the membership:
Effective Date: January 2014