

Chapter By-laws as of 8/7/2019**BYLAWS****of the****Network of Overseas Healthcare Executives (NOHE),****an independent chapter of the****American College of Healthcare Executives (ACHE)****Approved by the NOHE Chapter Board on 7 Aug 19**

ARTICLE I – NAME***Section 1: Name***

The name of the Chapter shall be the Network of Overseas Healthcare Executives and shall include, for the purposes of uniformity, “an independent chapter of the American College of Healthcare Executives.” Hereinafter in these bylaws it will be identified as the “Chapter.” The American College of Healthcare Executives will be identified as “ACHE.”

ARTICLE II – MISSION AND AFFILIATION***Section 1: Mission***

The mission of the Chapter, for the service population designated by ACHE, is to be the professional membership society for healthcare executives; to meet its members’ professional, educational, and leadership needs; to promote the 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 maintains its charter with 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 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 for Membership

The Chapter is authorized to serve ACHE affiliates in the Uniformed Services who are assigned overseas or who are the civilian employees of the United States Federal Government and are employed overseas.

Section 2: Establishment of Membership

ACHE affiliates in the Uniformed Services assigned overseas and civilian employees of the United States assigned overseas are automatically members of the Chapter. All Officers and Directors are also members of the Chapter.

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 ACHE.

ARTICLE IV – DUES

Section 1: Membership Dues

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

Section 2: Nonpayment of Dues

Membership shall be suspended for nonpayment of dues at a time consistent with and in accordance with the policies and procedures of ACHE.

ARTICLE V – MEETINGS OF MEMBERS

Section 1: Meetings of Members

The meetings of the Chapter membership shall be conducted in accordance with Robert's Rules of Order Newly Revised (latest edition), when the latter are not in conflict with these Bylaws or Articles of Incorporation of the Chapter.

Section 2: Business Meetings

The Chapter shall conduct an annual business meeting and conduct such other meetings of members as determined by the Chapter Board.

Section 3: Notice of Meetings

Written notice stating the meeting details (place, date, 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 on matters brought before the membership. The chapter may utilize any method of voting permitted by law.

Section 5: Quorum

A quorum shall be obtained when one-half of the Chapter Board members are present.

Section 6: Special Business Meetings

The Chapter Board may call special business meetings. Special business meetings shall be limited to consideration of subjects listed in the official call for such meetings unless otherwise ordered by unanimous consent of the eligible voting members present and voting.

ARTICLE VI – CHAPTER BOARD OF DIRECTORS

Section 1: Administration

The administration of this Chapter shall be managed by Officers and Directors that will be called the Chapter Board. The Chapter Board shall have authority and responsibilities for supervising the general operation of the Chapter Board in meeting its mission as stated in Article II.

Section 2: Eligibility of Officers

Officers will be Directors on the Chapter Board.

Section 3: Board Composition

The Chapter Board shall consist, ex officio, of the American College of Healthcare Executives Regents representing the Uniformed Services (to include the District 6

Regent-At-Large if he/she is a member of the Uniformed Services). Additionally, any Chapter Officers who are not ex officio Chapter Board members are also voting members of the Chapter Board (see Article VI, Section 9).

Section 4: Chapter Board Meetings

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

Section 5: 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 6: 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 vote.

Section 7: Action of the Chapter Board

Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the act of a majority of those Directors present in person at a meeting, teleconference call, or by other electronic means at which a quorum is present, shall be the action of the Chapter Board. The Chapter Board may not vote by proxy. In the event of a tie vote, the Chapter President shall break the tie.

Section 8: Term of Office

The term of Directors shall commence upon their installation as a Regent representing the Uniformed Services or Regent-At-Large (if from the Uniformed Services) and shall continue for the duration of the Regent term. The term of office for Officers shall commence upon their appointment and shall continue for a period of one year, or until replaced by a subsequent appointment. These terms will begin on July 1st of the year in which they are appointed and end on June 30th of the following year. In the event of an Officer vacancy, the Chapter Board shall appoint an eligible Director to fulfill the remainder of the term.

Section 9: Chapter Officers

The Chapter shall have a minimum of four Chapter Officers. The President-officer serves a three-year term – as Chapter President-Elect, Chapter President, and Immediate Past President. The other Chapter Officers shall be the Secretary and the Treasurer. The Secretary and Treasurer positions can be combined.

Responsibilities are as follows:

- a. Chapter President: The Chapter President shall be the chief executive of the Chapter, shall convene and preside over meetings of the Chapter Board or Meetings of Members, and shall serve as liaison with ACHE. Unless otherwise agreed upon by the Chapter Board, the President shall serve a one-year term.
- b. Chapter President-Elect: The Chapter President-Elect shall substitute for the Chapter President in his or her absence or inability to serve. The President-Elect may come from the ex officio members cited in Article VI, section 3; or may come from the general membership assigned to the Chapter. Due to the highly transient nature of the military population, this affiliate must reside in the Chapter area at the time of appointment as President-Elect or be on orders to an overseas posting within the next six months. Unless otherwise agree upon by the Chapter Board, the term of the President-elect is one year. After the one-year term, the President-elect becomes the Chapter President unless the Regents representing

the Uniformed Services and Regent-at-Large (if from the Uniformed Services) vote by majority to fill the Chapter President position by election.

c. Immediate Past President: The President from the previous year shall continue to serve on the Board for a term of one year following his/her term as President. The Immediate Past President shall direct the activities of the Nominating Committee.

d. Chapter Secretary/Treasurer: The Secretary/Treasurer shall be responsible for the maintenance of all corporate records, minutes, and documents and the preparation of periodic financial statements. The Secretary/Treasurer shall be selected from the ex officio members of the Chapter Board, and shall serve a two-year term to provide for continuity in maintenance of Chapter records.

ARTICLE VII – APPOINTMENT OF OFFICERS

Section 1: Appointment of Officers of the Chapter Board

Chapter Officers shall be appointed annually by the Chapter Board. Chapter Officers may be appointed from among the Uniformed Services Directors identified in Article VI, Section 3, as well as from among members of the Chapter, in accordance with Article VI, Section 9.

ARTICLE VIII – COMMITTEES

Section 1: Nominating Committee

The Nominating Committee shall consist of the Immediate Past President (chair) and two additional current Chapter Board members. The Nominating Committee shall present a slate of Officers to the Chapter Board no later than 60 days prior to the meeting at which appointments will be made.

Section 2: Other Committees

The Chapter President may, with the concurrence of the Chapter Board of Directors, establish, specify duties, and appoint chapter members to other committees as may be 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 – POWERS OF THE CHAPTER BOARD

The Chapter Board shall have charge of the property of the Chapter, and shall have authority to control and manage the affairs and funds of the Chapter and is the Board of Directors described in the Illinois General Not-for-Profit Corporation Act.

It shall have the following powers in furtherance thereof:

Section 1: Local Program Councils

Local Program Councils of the Chapter may be established by the Chapter Board, subject to the criteria for Local Program Council status prescribed by the Chapter Board. Local Program Councils shall be eligible for benefits as prescribed by the Chapter Board.

1.1. Revocation of Local Program Council Status

Local Program Council status may be revoked at any time in such manner and after such investigation as the Chapter Board may deem necessary.

1.2. Terms and Conditions

Local Program Councils shall be subject to the terms and conditions set forth in the criteria for Local Program Council status as established by the Chapter Board and as may be amended by the Chapter Board from time to time. All actions and activities of Local Program Councils shall be in accordance with the Bylaws, policies, and procedures, and regulations of the Chapter (including those relating to federal, state, and local income tax law requirements, if any, anti-trust compliance, membership procedures, disciplinary procedures, and use of

trademarks and other intellectual property in which the Chapter owns or claims rights). Local Program Councils shall not obligate or otherwise make the Chapter responsible for any expenditures, nor shall they make commitments or advance positions on behalf of the Chapter unless the making of such expenditures or commitments, or advancement of such positions, shall first have been approved in writing by an authorized Officer of the Chapter Board.

1.3. Funding of Local Program Councils

The Chapter Board shall have the power to provide financial assistance to Local Program Councils in such manner as prescribed by the Chapter Board.

1.4. Local Program Council Director

Each Local Program Council will forward a nomination to the Chapter Board for consideration for the position of Local Program Council Director. Based on its review and approval of a nomination, the Chapter Board will appoint a Director for each Local Program Council. Each Local Program Council Director will be a non-voting advisor to the Chapter Board. Each Director will be responsible for managing the affairs of the Local Program Council, consistent with these Bylaws. The term for a Director will be one year, and the term will run during the same period as the other Chapter Officers. There is no term limit on Local Program Council Directors – a Director may be appointed for consecutive terms, based on a recommendation of the Local Program Council and as the Chapter Board deems appropriate.

1.4.1. Other Local Program Council Leadership: In performing these duties, each Director may select other Chapter members within the Local Program Council's geographic area to fulfill roles necessary to carry out the business of the Local Program Council. Such positions may include: Co-Director, Treasurer, Advancement Director, Education Director, Communications Director, and Events Coordinator. These appointments shall be made with the advice and consultation of the Chapter Board.

1.4.2. The Local Program Council Director is responsible for requesting funds from the Chapter Board for local programming. Such requests should specify the purpose of the event, the anticipated number of Chapter members who will participate, pricing for non-Chapter members, and projected expenses. Upon approval of the request by the Chapter Board, the Chapter Secretary/Treasurer will disperse funds to the Local Program Council Director, who will be accountable for expenditure of the funds in accordance with the request approved to the Chapter Board. After each funded event, the Local Program Council Director will provide a report to the Chapter Board, to include an accounting of event expenditures.

Section 2: Other Powers

The Chapter Board shall have the following other powers:

- a. The Chapter shall conduct an annual business meeting and conduct such other meetings of members as determined by the Chapter Board.
 - b. 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.
- c. The Chapter Board shall have authority and responsibilities for supervising the general operation of the Chapter Board in meetings its mission as stated in Article II.
- d. In the event of an Officer vacancy, the Chapter Board shall appoint an eligible Director or Chapter member to fulfill the remainder of the term.
- e. The Chapter Board shall appoint two current Chapter Board members to serve with the Immediate Past on the Nominating Committee.

- f. The Chapter President must obtain the concurrence of the Chapter Board of Directors to establish, specify duties, and appoint Chapter members to other committees as may be deemed necessary or advisable for effective administration of the Chapter.
- g. The Bylaws may be altered or amended by a majority vote of the Chapter Board.
- h. The Chapter may dissolve at any meeting of the Chapter Board by a three-fourths majority vote of voting members present, providing such notice of intent shall have been communicated and provided by each voting member at least 30 days prior to the meeting where such dissolution vote is taken.
- i. The Chapter Board may authorize any Board Member or Members, Officer or Officers, or 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 Board Member, Officer, agent, or employee shall have any power or authority to bind or obligate the Chapter by any commitment, contract, or engagement, or to pledge its credits to render it liable for any purpose or in any amount unless duly authorized by the Chapter Board.

ARTICLE X – CONFLICT OF INTEREST

Section 1: General

The Chapter Board and its Officers shall administer the Chapter affairs honestly and economically and exercise their best care, skill, and judgment for the benefit of the Chapter. 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 and that of the individual.

Section 2: Disclosure of Conflict of Interest

Each Chapter Board member and Officer shall make written disclosure of any interest that might result in a conflict of interest upon nomination to office, before appointment to fill a vacancy, and annually thereafter. Such a written disclosure shall be made on such form or forms as may be adopted by the Chapter Board for that purpose.

ARTICLE XI – AMENDMENTS

Section 1: Amendments

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

Section 2: Review of Chapter Bylaws

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

ARTICLE XII – DISSOLUTION

Section 1: Dissolution of the Chapter

The Chapter may be dissolved at any meeting of the Chapter Board 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 duly 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: 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 of Illinois, 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.