

AMERICAN COLLEGE OF HEALTHCARE EXECUTIVES



WESTERN FLORIDA CHAPTER BYLAWS

EFFECTIVE DATE: January 1, 2020

Chapter Bylaws
American College of Healthcare Executives

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**Bylaws of the American College of Healthcare Executives
Western Florida Chapter ("Chapter"),
an independent chapter of the American College of Healthcare Executives**

ARTICLE I – NAME

Section 1: Name.

The name of the Chapter shall be American College of Healthcare Executives Western Florida Chapter, an independent chapter of the American College of Healthcare Executives. Hereinafter, ACHE WFC shall be referred to as "Chapter." The American College of Healthcare Executives will be referred to as "ACHE."

ARTICLE II – MISSION AND AFFILIATION

Section 1: Mission.

The mission of the Chapter is to be the professional membership society for healthcare executives in the Western Florida Region; to meet its members' professional, educational, and leadership needs; to promote high ethical standards and conduct; and to advance healthcare leadership and management excellence.

Section 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 currently in force. 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: Categories of Membership.

ACHE has multiple categories of membership all with certain rights and privileges. All categories of ACHE membership are referred to collectively as “affiliates.” Membership categories in the Chapter shall be the same as the ACHE membership categories in force at the time.

Section 2: Eligibility.

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

Section 3: 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 4: Resignation.

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

ARTICLE IV – DUES

Section 1: Dues.

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

Section 2: Nonpayment of Dues.

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

ARTICLE V – MEETINGS OF MEMBERS

Section 1: Meetings of Members.

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

Section 2: Business Meetings.

The Chapter shall conduct an annual business meeting and other such meetings of members as determined by the Chapter Board. For local events, the Programs Committee members (Article VIII, Section 1.2) may meet and conduct council business activities at a time of their choosing and with the acknowledgement of the 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 and no more than 60 days before the date of the meeting, by or at the direction of the designated chapter board member.

Section 4: Eligibility to Vote.

Only Chapter members have the right to vote. Members may not vote by proxy. The Chapter may utilize any method of voting permitted by law.

Section 5: Quorum.

One-half of the voting Chapter Officers and Directors 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 6: Special Business Meetings.

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

ARTICLE VI – CHAPTER BOARD OF DIRECTORS

Section 1: Administration.

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

Section 2: Eligibility of Directors.

Directors must be members of the Chapter whom have completed one year of membership and have a demonstrated history of volunteering with ACHE or the Chapter. In addition, candidates must possess good leadership, communication, and organizational skills and demonstrate dedication to the Chapter and its mission.

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Section 3: Eligibility of Officers.

Officers must meet the eligibility requirements for Directors in Section 2. In addition, they should be members of the Chapter who have completed at least one term as a Director, Regents Advisory Council, or Committee Director.

Section 4: Board Composition.

The Chapter Board shall consist of at least four (4) elected Officers, as specified in Article VII, section 12, and four (4) or more elected Directors. In addition, faculty and student chapter representatives that are members of ACHE may be appointed as Directors by the Board, with the Faculty Member Representative designated as a voting Director and the Student Chapter Representative designated as a non-voting Director. In addition, any Regent of ACHE who is a member of the Chapter shall be an ex officio, voting member of the Chapter Board.

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. For local events, the Standing Committees (Article VIII) may meet and conduct council business activities at a time of their choosing and with the acknowledgement 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. Notice of meeting need not be given to any Director who submits a written waiver of notice, signed by him or her, whether before or after the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Directors need be specified in any written waiver of notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

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 Board may not vote by proxy. In the event of a tie vote, the Chapter Board President shall break the tie.

Section 8: Term of Office.

The term of Directors shall commence on January 1st and shall continue for a period of two years, or until Director's earlier death, resignation, disqualification, removal, or replacement by subsequent election. The terms of Directors shall be staggered such that no more than one half of the Directors shall commence their terms on the same date. The term of office for President shall commence on January 1st and shall continue for a period of two years, or until replaced by a subsequent election. The term of President-elect and Past President shall commence on January 1st and shall continue for a period of one year, or until replaced by a subsequent election. The term of office for Treasurer, Secretary, Membership Director, Programs Director, Communications Director, and Diversity and Inclusion Director shall commence on January 1st and shall continue for a period of two years, or until replaced by subsequent election. Directors and Officers may serve two consecutive terms. In the event of a vacancy, the Chapter Board shall appoint by a majority ruling an eligible member to fulfill the remainder of the vacated term.

Section 9: Resignation.

Any Director may at any time resign from the Board by delivering a written notice to the Board, the President or the Secretary. Such resignation shall take effect at the time specified therein, or, if not so specified, upon receipt of such notice by the Board, the President or the Secretary. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 10: Removal.

Except as prohibited by the Certificate of Incorporation, the Members entitled to vote in an election of The Board of Directors may remove any Director from office at any time, with or without cause, by the affirmative vote of two-thirds of the then current Members in voting power thereof.

Section 11: Chapter Officers and Directors.

All Chapter Officers and Directors shall abide by the Chapter Board of Directors' Policy and Code of Ethics as amended from time to time.

- 1 **Officers.** As more specifically described in the Chapter Board of Director's Policy and Code of Ethics, as amended, The Chapter shall have four Chapter Officers, as follows:
 - 1.1 **Chapter President.** The Chapter President shall be the Chief Executive Officer of the Chapter, shall convene and preside over meetings of the Chapter Board or Meetings of Members, and shall serve as liaison with ACHE National.
 - 1.2 **Immediate Past President or Chapter President-elect.** The Chapter President-elect or Immediate Past President shall substitute for the Chapter President in his or her absence or inability to serve and shall prepare plans for his or her

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term of office. After 1 year, the President-elect shall advance to President at the completion of the preceding President's term of office without an election. At such time, the Immediate Past President position will become vacant.

- 1.3 **Chapter Treasurer.** The Treasurer shall be the Chapter Officer responsible for the maintenance of all corporate financial records and the preparation of periodic financial statements. The Treasurer shall provide a financial report at every Board meeting and at any time the Chapter President requests it.
 - 1.4 **Chapter Secretary.** The Secretary shall be the Chapter Officer responsible for the maintenance of all corporate records, minutes, and documents.
- 2 **Directors.** Further, the Chapter shall have the following four (4) or more Directors:
- 2.1 **Membership Director.** The Membership Director shall have responsibility for promoting ACHE membership to local healthcare leaders, for supporting membership retention efforts, and for encouraging advancement to Fellow status.
 - 2.2 **Sponsorship Director.** The Sponsorship Director is responsible for raising funds to support Chapter educational programs and membership activities through solicitation of grants, scholarship, and event sponsorships.
 - 2.3 **Programs Director.** The Programs Director shall be responsible for the planning of Chapter meetings and events open to all members and potential new members. The Programs Director shall chair the Programs Committee that is responsible for planning Chapter business activities, including securing and confirming guest speakers and meeting sites. .
 - 2.4 **Communications Director.** The Communications Director shall have responsibility for content and oversight of the Chapter website, Chapter newsletter, marketing, communications and tools to promote chapter involvement and social media initiatives. The Communications Director shall promote members to actively participate in the communication tools provided by the Chapter.
 - 2.5 **Diversity and Inclusion Director.** The Diversity and Inclusion Director works to foster diversity and inclusion in the Chapter membership and program events.
 - 2.6 **Director-At-Large.** The Director At-Large is a Board position representing the interests and views of Chapter members and may serve on Chapter Committees as requested by the Board or the Chapter President. The Board may establish more than one Director At-Large position.
 - 2.7 **Local Program Council Chairs.** The Board may appoint Local Program Council Directors, as necessary. The Local Program Council Chairs shall assist the Programs Director in any single geographic area as designated by the Board.
 - 2.8 **Volunteer Coordinator.** The Volunteer Coordinator is a Board appointed position responsible for recruiting volunteers, acting as a single point of contact for volunteers and Board, and coordinating volunteers to help successfully run Chapter programs and events.
 - 2.9 **Faculty Representative.** The Faculty Representative is a Board appointed position representing the interests and views of local colleges and universities. There may be more than one Faculty Representative but only one for any single institution.

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- 2.10 **Student Representative.** The Student Representative is a Board appointed position representing the interests and views of local colleges and universities. There may be more than one Student Representative but only one for any single institution. The designated Student Representatives shall be non-voting positions on the Board.
- 2.11 **Western Florida Chapter ACHE Regent.** The Regent serves as a liaison to healthcare executive groups including the WFC, and state and local hospital associations. The Regent shall be an ex officio, voting member of the Chapter Board.

Section 12: Action Without Meeting.

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all Directors consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the Board.

Section 13: Telephone Meetings.

Members of the Board may participate in an authorized meeting of the Board by means telephone, teleconference, or otherwise, of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting. A written record shall be kept and minutes of all meetings shall be circulated promptly to the Board.

Section 14: Compensation of Directors.

If elected by the Officers of the Board, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board but shall not be paid a fixed sum for attendance at each meeting of the Board.

Section 15: Indemnification of Members of the Board and Officers.

The Chapter shall indemnify and hold harmless any member of the Board or Officer, Director, or former member of the Board or Officer for expenses and costs (including attorneys' fees) actually and necessarily incurred by such person in connection with any claim asserted by action in court or otherwise, by reason of such person being or having been such Member of the Board or Officer, except in relation to matters as to which such person shall have been guilty of negligence or misconduct with respect to the matter in which indemnity is sought.

ARTICLE VII – ELECTIONS

Section 1: Elections of Chapter Officers and Board of Directors

Chapter Officers and any Directors required to fill any vacancies shall be elected

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annually. Chapter Officers and Directors shall be elected by an electronic ballot or secret ballot at a meeting of Chapter members 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 six standing committees, the Nominating Committee, the Programs Committee, the Membership Committee, the Communications Committee the Diversity and Inclusion Committee, and the Audit Committee.

- 1.1 **Nominating Committee.** The nominating committee shall consist of two current Chapter Officers and one member appointed by the Chapter Board, and any Regent of ACHE who is a chapter member shall be an ex officio, voting member. The nominating committee shall solicit nominations for the vacating officers and director positions. Any eligible chapter member may place his or her name in nomination as Officer or Director by submitting a completed submission form, current resume, and a list of three (3) Chapter Board member supporters. The nominating committee shall present a slate of Officers and Directors to the members of the chapter no later than 30 days prior to the meeting at which elections will be held. If using an electronic ballot, the final slate shall be presented to chapter members by notice of an electronic ballot. Chapter members will have a minimum of 30 days to vote on the final slate.
- 1.2 **Programs Committee:** This Committee shall consist of the Programs Director and no fewer than three members of the Chapter who will plan and carry out, under the supervision of the Board of Directors, all educational, mentoring, membership drives and networking events. Mentoring programs and credit classes (as approved by ACHE) will be created and implemented through this committee under the direction of the Board of Directors.
- 1.3 **Membership Committee:** The membership committee shall consist of one (1) or more members. The Membership Committee shall oversee the distribution of membership literature and application forms, shall develop and maintain the Membership Directory and current mailing list, and shall encourage renewal of membership in the ACHE.
- 1.4 **Communications Committee:** This committee shall consist of the Communications Director and (1) one or more of the Chapter members who will plan and carry out, under the supervision of the Board of Directors, website content, marketing, communications and social media initiatives of the Chapter.
- 1.5 **Diversity and Inclusion Committee.** Diversity and Inclusion Committee shall consist of the Diversity and Inclusion Director and (1) or more of the Chapter members who will conduct training and an annual self-assessment of the

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Chapter's diversity and inclusion practices and proposing new practices and programs.

- 1.6 **Audit Committee.** The audit committee shall consist of (2) two Chapter members appointed by the Chapter Board. The audit committee shall arrange and supervise an annual audit of the Chapter in accordance with generally accepted accounting principles and practices. The Chapter Board may waive the requirement of an independent annual GAAP audit if the expense is deemed to be excessive in relation to the monetary level of chapter funds. The audit will instead be conducted by the audit committee based on their judgment of fiscally sound and prudent business practices, including but not limited to:
- Assuring any disbursement of funds for services rendered to or for the benefit of the Chapter in meeting its purpose.
 - Assuring all payments to the Chapter are deposited appropriately in the Chapter bank account.

Section 2: Local Program Councils.

The Chapter 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.

Section 3: Ad Hoc Committees.

The Chapter President may, with the concurrence of the Board, establish, specify duties, and appoint Chapter members to ad hoc committees, as may deemed necessary or advisable for effective administration of the Chapter. Members shall serve on the ad hoc committee until the specific task or objective is accomplished upon which the ad hoc committee shall be dissolved. Service on ad hoc committees shall be limited to activity for one year, unless reappointed by Board.

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. Officers shall exercise the utmost good faith in all transactions relating to their duties for the Chapter. In their dealings with and on behalf of the Chapter, they are held to a strict rule of honest and fair dealings with the Chapter. They shall not use their position, or knowledge gained there from, so that a conflict might arise between the Chapter interest and that of the individual.

Section 2: Disclosure of Conflict of Interest.

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

ARTICLE X – AMENDMENTS

Section 1: Amendments.

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

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 XI – DISSOLUTION

Section 1: Dissolution of the Chapter.

The Chapter may be dissolved at any general meeting of the membership by a three-fourths-majority vote of voting members present, providing such notice of intent shall have been communicated and provided each voting member at least 30 days prior to the meeting where such dissolution vote is taken.

Section 2: Chapter Assets.

In the event of the dissolution of the Chapter, all assets remaining after the settlement of any chapter debts and obligations shall be distributed in accordance with the United States Internal Revenue Service Code governing dissolution of Non-Profit, Tax exempt or For-Profit corporations.

ARTICLE XII – MISCELLANEOUS PROVISIONS

Section 1: Execution of Contracts.

The Chapter Board may authorize any Officer or Officers 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, Director, agent, or employee shall have any power or authority to bind or obligate the Chapter by any commitment,

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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: 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.

WFC Bylaws revised: 1/14/08; 11/09/10; 3/31/11; 6/16/11; 9/21/11; 10/7/11; 12/14/12 ; 5/3/14; 9/7/14; 6/1/18; 1/1/20

Zachary Pruitt, WFC 2020 President

Sabrina Rice, WFC 2020 Programs Director