

BYLAWS

SOUTH TEXAS CHAPTER

of the

AMERICAN COLLEGE OF HEALTHCARE EXECUTIVES

Board Approval: February 19th, 2014

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**Bylaws of the
South Texas Chapter, an independent chapter of the
American College of Healthcare Executives**

ARTICLE I – NAME

Section 1: Name.

The name of the Chapter shall be the South Texas Chapter of the American College of Healthcare Executives (STC-ACHE), and shall include, for 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".

Section 2: Jurisdiction.

The Chapter will be headquartered in San Antonio, TX. The following counties fall within the jurisdiction of the STC-ACHE: Aransas, Atascosa, Bandera, Bee, Bexar, Brooks, Calhoun, Cameron, Comal, DeWitt, Dimmitt, Duval, Edwards, Frio, Goliad, Gonzales, Guadalupe, Hidalgo, Jim Hogg, Jim Wells, Karnes, Kendall, Kenedy, Kerr, Kinney, Kleberg, LaSalle, Live Oak, Maverick, McMullen, Medina, Nueces, Real, Refugio, San Patricio, Starr, Uvalde, Val Verde, Victoria, Webb, Willacy, Wilson, Zapata, and Zavala.

ARTICLE II – MISSION AND AFFILIATION

Section 1: Mission.

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

Section 2: Affiliation with ACHE.

So long as this Chapter remains a Chapter of ACHE, the Chapter shall operate in accordance with 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 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.

Eligibility for membership in ACHE is defined in the ACHE Bylaws. An individual must be a member of ACHE to be a member of the Chapter. All ACHE affiliates located within the chapter's assigned geographic territory shall be members of the Chapter. Only ACHE affiliates are eligible for membership in the Chapter.

Section 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 3: Categories of Membership.

Membership in this Chapter shall be the same as ACHE membership categories in effect.

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 such other meetings of members as determined by the Chapter Board.

Section 3: Notice of Meetings.

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

Section 4: Eligibility to Vote.

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.

Section 5: Quorum.

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

Section 6: Special Business Meetings.

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

ARTICLE VI – CHAPTER BOARD OF DIRECTORS

Section 1: Administration.

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 in meeting its mission as stated in Article II. The board may also produce and approve, from time to time, a "Board of Directors Policy and Code of Ethics" document. Such document would further describe the specific roles and responsibilities of board members in order to improve the effectiveness of the board's activities. Such document would serve as a supplement to these bylaws, and not be intended to replace or supersede any language in these bylaws.

Section 2: Eligibility of Directors.

Directors must be members of the Chapter who have completed one year of membership in ACHE. Directors and Directors-At-Large must maintain an active business address, or if retired an active residential address, within the jurisdiction of STC-ACHE.

Section 3: Eligibility of Officers.

Officers must be members of the Chapter who have completed at least one term as a Director or other significant contribution to ACHE or any ACHE chapter. Officers must maintain an active business address, or if retired an active residential address, within the jurisdiction of STC-ACHE.

Section 4: Board Composition.

The Chapter Board shall consist of the Chapter Officers and Directors as described in these Bylaws. 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 3 other Board members may also call special meetings of the Board.

Section 6: Notice.

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

Section 7: Quorum.

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

Section 8: 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 Board President shall break the tie.

Section 9: Term of Office.

The term of Directors shall commence on January 1st and shall continue for a period of two years, or until replaced by a 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, Vice President, 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 Secretary and Treasurer shall be for a period of two years. The terms of Secretary and Treasurer shall be staggered such that these offices do not commence on the same date. Elections for the Secretary shall occur in the odd-numbered years for a two-year term that shall begin on January 1st of the even-numbered years (2008, 2010, and forward). Elections for the Treasurer shall occur in the even-numbered years for a two-year term that shall begin on January 1st of the odd-numbered years (2007, 2009, and forward).

Elections for the Directors of Membership, Communication, Outreach, Philanthropy and Community Relations, and Diversity shall occur in the odd-numbered years for a two-

year term that shall begin on January 1st of the even-numbered years (2010, 2012, and forward). Elections for the Director of Advancement, Program, Chapter Publications, Student Affairs, and Marketing shall occur in the even-numbered years for a two-year term that shall begin on January 1st of the odd-numbered years (2009, 2011, and forward).

Additional director positions may be added as needed to conduct the business of the chapter. Additional positions may be added with a majority vote of the board. New director positions will be assigned terms that are in accordance with the staggered election rotation. Election procedures will be in accordance with Articles VII and VIII.

Directors and Officers may not serve consecutive terms, unless in the opinion of the Board, it is in the best interest of the Chapter to place the name of a current Director or Officer on the slate for one additional term. In this case, election procedures will be in accordance with Articles VII and VIII.

In the event of a vacancy, the Chapter Board shall appoint an eligible member to fulfill the remainder of the term.

Refer to the STC-ACHE Board of Directors Policy and Code of Ethics.

Section 10: Chapter Officers.

The Chapter shall have five Chapter Officers, as follows:

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. The Chapter President shall also serve as Chairman of the Board of Directors.

Chapter Vice President: The Chapter Vice President shall substitute for the Chapter President in his or her absence or inability to serve and shall prepare plans for his or her term of office. The Vice President shall also serve as the Vice Chairman of the Board of Directors. The Vice President is the President-elect and will move into the office of President at the completion of the preceding President's term of office in accord with Article VII.

Chapter Secretary. The Secretary shall be responsible for maintenance of corporate records, minutes, and documents.

Chapter Treasurer. The Treasurer shall be responsible for maintenance of the financial records of the Chapter and the preparation of periodic financial statements.

Immediate Past President. The Immediate Past President shall serve as an ex-officio officer of the Chapter Board immediately following his/her term of office as President.

Refer to the STC-ACHE Board of Directors Policy and Code of Ethics.

Section 11: Other Members of the Chapter Board

Voting membership on the board may be extended to Chapter members who have distinguished themselves through service to ACHE at either the Chapter or National level. These "Directors at Large" may include current or former elected ACHE officials, current members of ACHE committees, or past Chapter Officers or Directors. In accordance with guidelines for effective organizational governance, the number of Directors at Large shall not exceed four (4). Term for Director at Large is one year.

ARTICLE VII - ELECTIONS

Section 1: Elections for Officers and Directors of the Chapter Board.

Chapter Officers and any Directors required to fill any vacancies shall be elected annually. Chapter Officers and Directors shall be slated by the Nominating Committee. The slate shall be presented to the membership for election by secret ballot at a meeting of chapter members. When there are two or more candidates for an office, a majority vote of members present shall constitute an election. Election of Directors at Large will be slated at the discretion of the chapter President for vote by the Board.

ARTICLE VIII – COMMITTEES

Section 1: Standing Committees.

There shall be fourteen (14) standing committees:

1.1. Executive Committee. The Executive Committee shall consist of the President (chair), Vice President, Secretary, Treasurer, and Immediate Past President and shall generally function to promulgate and propose policy to the Board of Directors and members.

1.2. Nominating Committee. The Vice President shall chair the nominating committee. The nominating committee shall consist of Vice President (Chair), Immediate Past President, two current Chapter Directors appointed by the Chapter President, and one non-Board member appointed by the Chapter Board. *Any Regent of ACHE who is a chapter member shall also be an ex officio, non-voting member of the nominating committee.* The nominating committee chair shall resolve all tie votes. The nominating committee shall present a slate of Officers and Directors to the members of the chapter no later than 90 days prior to the meeting at which elections will be held. Any eligible chapter member may place his or her name in nomination as an officer or director by submitting a petition with the signatures of no less than five (5) percent of the chapter membership requesting such nomination. The final slate shall be presented to chapter members by notice of a meeting of the membership no later than 60 days prior to the meeting.

1.3. Finance Committee. The finance committee shall be chaired by the Chapter Treasurer and will consist of at least two additional chapter members appointed by the Chapter Board. The finance committee shall arrange and supervise the annual budget process and annual audit of the Chapter in accordance with generally accepted accounting principles and practices.

1.4. Program Committee. The program committee shall consist of a Director who serves as chair and additional members of the Chapter. This committee is responsible for initiating, planning, coordinating, directing, and executing the Chapter's program of continuing education. This includes arranging for guest speakers and conducting other related professional activities and functions.

1.5. Membership Committee. The membership committee shall consist of a Director who serves as chair and additional members of the chapter. This committee is responsible for maintaining a current membership roster for the Chapter, initiating and coordinating the Chapter's recruitment and retention strategy, and ensuring that new members are appropriately recognized. This committee is also responsible for initiating, planning, coordinating, directing, and executing at least two Chapter networking events annually.

1.6. Communications Committee. The communications committee shall consist of a Director who serves as chair and additional members of the Chapter. This committee is responsible for communications within the Chapter using all available means (e.g., event management systems, email campaigns, digital marketing, and other web-based media). The committee will maintain the Chapter website, and communicate with the public and professional media about Chapter plans, activities, and key professional achievements of members.

1.7. Publications Committee. The publications committee shall consist of a Director who serves as chair and additional members of the Chapter. The committee is responsible for editing and publication of the Chapter's e-newsletter.

1.8. Advancement Committee. The advancement committee shall consist of a Director who serves as chair and additional members of the Chapter. This committee will determine the professional needs of the Chapter, provide opportunities to assist the membership in preparing for advancement within ACHE and be a resource for advancement information for ACHE affiliates.

1.9. Awards and Scholarships Committee. The Awards and Scholarship committee shall consist of the Immediate Past President who serves as chair and up to four members of the Chapter. This committee will oversee the annual awards process for members and annual student scholarships, including announcements, receipt of nominations, and selection of awardees. This committee will also oversee the membership ACHE Recognition Program.

1.10. Philanthropy and Community Relations Committee. The philanthropy and community relations committee shall consist of a Director who serves as chair and additional members of the Chapter. This committee is responsible to conduct philanthropic activities within the local community involving Chapter members. The activities will benefit non-profit and other charitable causes and foster good will between the community and the STC-ACHE. The committee is also responsible to promote the positive image of STC-ACHE through philanthropic activities, Chapter donations (monetary and non-monetary), and publicity.

1.11. Outreach Committee. The outreach committee shall consist of a Director who serves as chair and additional members of the Chapter. This committee is responsible for communications and outreach to the Local Program Councils and Chapter members in outlying areas. This committee will also develop programming/events that engage the members in outlying areas of the Chapter's geographic service area.

1.12. Student Affairs Committee. The student affairs committee shall consist of a Director who serves as chair, the Regent, and all student representatives. This committee shall be responsible for communications and outreach to the local masters programs in healthcare administration. This committee will also develop programming/events that engage the student members of the Chapter.

1.13. Marketing Committee. The marketing committee shall consist of a Director who serves as chair and additional members of the Chapter. This committee is responsible for raising interest and visibility of ACHE and the Chapter through positive branding. This committee is also responsible for raising needed revenue through sponsorships which fund local educational programs and Chapter activities.

1.14. Diversity Committee. The diversity committee shall consist of a Director who serves as chair and additional members of the Chapter. This committee is responsible for ensuring the chapter strategic plan and activities meet the intent of the ACHE diversity and inclusion initiatives. The Diversity Director will also collaborate with various local minority groups and healthcare organizations in order to support a diverse workforce.

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 Chapter Board, including arranging and sponsoring educational and networking events.

The Chair of each LPC will serve as a voting member of the Chapter Board for a minimum term of two years which will continue indefinitely pending performance in role, willingness to serve, and lack of other interested candidates. When applicable, the

Vice Chair may succeed the Chair role upon completion of the former Chair's two year term.

Section 3: Other Committees.

The Chapter President may, with the concurrence of the Chapter Board of Directors, establish, specify duties, and appoint *chapter members* to other ad hoc committees as may deemed necessary or advisable for effective administration of the Chapter. Members may serve one year on such committees and may be re-appointed. Ad hoc committees will act with limited authority as defined in such resolutions that prescribed the committee. Ad hoc committees may have limited durations (i.e., if formed to perform a specific task) or a more semi-permanent nature (i.e., if formed to oversee a more enduring function). Each ad hoc committee shall develop a charter to reflect the purpose for which it was created; shall submit reports as prescribed by the Board of Directors; shall have a chairperson appointed in accordance with nominating committee procedures; and shall stand discharged when the committee has completed the task for which it was designated or at the pleasure of the Board of Directors. The Board will assess on an annual basis the effectiveness of any ad hoc committees and determine the ongoing requirement for such committee.

ARTICLE IX – CONFLICT OF INTEREST

Section 1: General.

The Chapter Board and its Officers shall administer Chapter affairs honestly and economically and exercise their best care, skill, and judgment for the benefit of the Chapter and ACHE. The Chapter Officers shall exercise the utmost good faith in all transactions relating to their duties for the Chapter. In their dealings with and on behalf of the Chapter, they are held to a strict rule of honest and fair dealings with the Chapter. They shall not use their position, or knowledge gained there from, so that a conflict might arise between the Chapter interest and that of the individual.

Section 2: Disclosure of Conflict of Interest.

Each nominee for a Chapter Board or committee position shall make 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.

Section 3: Avoiding Conflict of Interest in Sponsorship of Chapter Events.

Specifically related to Sponsors of Chapter events: The board shall require any sponsors to disclose if they are providing speakers from their organization for presentation at Chapter-sponsored events. The board shall also require disclosure from sponsors if the sponsor intends to pay honoraria, fees, or any other tangible consideration to individuals or groups either addressing or presenting to the Chapter membership as a body in person or in writing (this will include but is not limited to Chapter functions, newsletter articles, mailings or other communications).

Furthermore, in general, the Chapter shall avoid the payment of fees for speakers or presenters. If there is a compelling reason for a speaker to receive payment, the reason for this will be presented to the Board for consideration and approval, if appropriate.

ARTICLE X – 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 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 and any agent or agents to enter into any contract or execute any instrument in the name of, and on behalf of, the Chapter, and such authority may be general or limited to specific instances. No Officer, agent, or employee shall have any power or authority to bind or obligate the Chapter by any commitment, contract, or engagement, or to pledge its credits to render it liable for any purpose or in any amount unless dully authorized by the Chapter Board.

Section 2. Loans

No loans shall be contracted on behalf of the Chapter and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Other Orders for Payment, or Indebtedness

All checks, drafts or other orders for payment of money, notices or other evidence of indebtedness issued in the name of the Chapter, shall be signed by such Officer or

Officers, agent or agents, of the Chapter and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits.

All funds of the Chapter not otherwise employed may be deposited from time to time to the credit of the Chapter in such banks or other financial institutions as the Board of Directors may select.

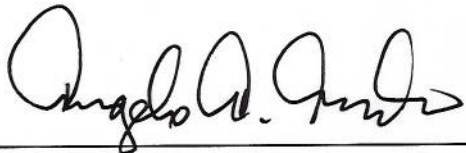
Section 5: Fiscal Year.

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

Section 6: 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.

The Chapter Board has approved the Bylaws of the STC-ACHE, as written.



President, STC-ACHE

3/19/2014

Date:



Secretary, STC-ACHE

3/19/2014

Date: