

**BYLAWS OF
THE GREAT LAKES 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 Great Lakes Chapter of the American College of Healthcare Executives (hereinafter referred to as “GLACHE”) and shall include, for purposes of uniformity, “an independent chapter of the American College of Healthcare Executives” (hereinafter referred to as “ACHE”).

Article II – Mission and Affiliation

Section 1: Mission

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

Section 2: Affiliation with ACHE

So long as this chapter remains a Chapter of the ACHE, the Chapter shall operate in accordance with the ACHE 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 provided to or for the benefit of the Chapter in meeting its purpose. All such payments shall be made in accordance with these Bylaws, and those promulgated by ACHE.

Section 3: Chapter 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. 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

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 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 pursuant to the then current procedures of ACHE.

Section 3: Categories of Membership

Membership in this Chapter shall be the same as the ACHE membership categories currently 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 pursuant to 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 accordance with Roberts' Rules of Order Newly Revised (latest edition), when the latter are not in conflict with these bylaws and/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: Educational Meetings

The Chapter shall offer regularly scheduled meetings including an educational program, at least quarterly, each calendar year, with at least one (1) such offering approved by ACHE for Face-to-Face Continuing Education Credit for purposes of re-credentialing or advancement of Chapter members.

Section 4: 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 five (5) nor more than sixty

(60) days before scheduled date of said meeting, by or at the direction of the Chapter President, Secretary/Treasurer or designee.

Section 5: 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 6: Meeting Quorum

A quorum shall consist of a majority of the seated Chapter Board and a minimum of five (5) other active Chapter members for all regularly scheduled Chapter Meetings. No quorum requirements shall exist for Educational Meetings unless Chapter Business is conducted and voted on at an Educational Meeting, and only when "Notice" requirements were met as stipulated in Section 4 above.

Section 7: 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 at time of call for such meeting.

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, including, but not limited to, calling for an independent audit of any segment or portion of the Chapter's then operations and/or financial records.

Section 2: Eligibility of Directors

Directors must be members of the Chapter whom have completed at least one year of GLACHE membership.

Section 3: Eligibility of Officers

The offices of President and President-Elect must be filled by Directors who have completed at least one term as a Director. Other officers must be Directors who have completed at least one year as a Chapter Director. The office of Immediate Past President may only be filled by that individual who successfully completed his/her term of office pursuant to the then current bylaws of the Chapter, and that individual remains a member in good standing with said Chapter.

Section 4: Board Composition

The Chapter Board shall consist of at least nine (9) elected Directors, at least five (5) of whom shall be elected as Board Officers. In addition, any Regent of ACHE who is a member of the Chapter shall be an ex officio, voting member of the Chapter Board. In no event will the size of the Board exceed 16 Directors, including Officers.

Section 5: Chapter Board Meetings

Regular meetings of the Chapter Board shall be held at least four (4) 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. To conduct Chapter business a quorum of the Board must be present at any regular, annual or special meeting either in person, or by electronic means acceptable to the Board.

Section 6: Board Meeting Notice

Notice of any regular or special meeting of the Board of Directors shall be given to each Director at least 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. The notice for such meeting must contain all items to be discussed, calling for vote of the board members present, at said meeting.

Section 7: Board Meeting Quorum

A quorum, at any regular or special board meeting, shall be a majority of Board Members currently appointed and serving at the time of the meeting. 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, and his/her presence may be excused by the Chapter President or his/her designated representative; such excusal will not be considered an absence under terms of attendance if so excluded.

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, or in event of vacancy or incapacity of President, successive Officers shall fulfill this role in this order: Immediate Past President, President-Elect, Treasurer, Secretary as seated and available, 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. Directors may serve no more than three (3) consecutive two-year terms. In the event of a vacancy, the Chapter Board shall appoint an eligible member to fulfill the remainder of the term. Directors elected to serve as a Chapter Officer, in the final year of their given Director

term, shall have their term automatically extended to meet the required term of said Chapter Office, to which they were so elected, by the Chapter membership, pursuant to then approved Chapter Bylaws.

The term of Officers shall commence on January 1st, following election, and shall continue for a period of two years.

Section 10: Attendance

In the event a Board Member is absent from one-half of all regularly scheduled meetings, in a rolling 12-month period, that Board Member will be contacted by the Chapter President or his/her designated representative. Whether or not a Board Member is contacted by the Chapter President, any Board Member that is absent from three-quarters of all regularly scheduled Board Meetings, during any rolling 12-month period, shall be automatically removed from the Board. The Chapter President shall announce said removal, whereupon this action may be reversed by two-thirds (2/3) vote of the Board Members present and voting.

In addition, a Board Member may participate in a Board Meeting by conference telephone or any similar electronic communication equipment through which all persons physically at the meeting site can hear said member for the duration of that meeting. Members attending in this matter will be considered "in attendance" at any such meeting.

Section 11: Chapter Officers

The Chapter shall have five (5) Chapter Officers as follows:

11.1 Chapter President

The President shall be the chief executive of the Chapter, shall convene and preside over meetings of the Chapter Board and/or Meetings of Members, and shall serve as liaison with ACHE on behalf of the Chapter.

11.2 Chapter President-Elect

The President-Elect shall substitute for the Chapter President in their absence or inability to serve and shall perform such duties and responsibilities as assigned by the President and/or Chapter Board. Chapter President-Elect will serve as "Chapter Ombudsman" for any member(s) wishing to discuss matters of concern or discretion, and so recommend appropriate action to the Chapter Board when necessary relative to said matters of concern/discretion brought to them by a Chapter member(s).

11.3 Chapter Immediate Past President

The Immediate Past President shall have been the previous President and will assume this office if qualified under Article VI, Section 3 of these Bylaws. The Immediate Past President will provide advice and leadership to the Board of Directors regarding past practices and other matters of governance to assist the Board and its then current Officers governing the Chapter. The Immediate Past President will serve in an Ex-officio capacity until such time he/she is called upon to perform the duties of the Chapter President in the absence, disability, or

disqualification of the then seated Chapter President, until such time the President-Elect can assume those duties pursuant to the then current Chapter Bylaws. The Immediate Past President shall serve until the current Chapter Presidents' term of office is satisfactorily completed pursuant to the then current Chapter Bylaws. This office will be vacated in those instances where a qualified individual is not otherwise available pursuant to stipulations outlined for this office under the then current Chapter Bylaws.

11.4 Chapter Secretary

The Secretary shall keep and record minutes of all Board and Chapter Membership Meetings, distribute such as appropriate, and serve as the Chapter's point-of-contact for any and all media requests, historical records, and processing of applicable Freedom of Information Act requests so addressed to the Chapter. Chapter Secretary shall also ensure that all Chapter meetings are conducted pursuant to these bylaws and in accordance with Roberts Rules of Order (Newly Revised Edition).

11.5 Chapter Treasurer

The Treasurer shall be responsible for the maintenance of all corporate (chapter) records and documents pertaining to the finances of the Chapter, the preparation and presentation of periodic financial statements pursuant to ACHE guidelines and generally accepted accounting principles and practices, and at the direction of the Chapter/ACHE Board, and when appropriate, serve as Chapter's principal representative on any audits performed on the Chapter's financial records or holdings on behalf of the Chapter.

Section 12: Vacancies

In those instances where the Chapter Presidency is vacated, the President-Elect will assume those duties, with a new President-Elect, so elected by election procedures as outlined in these bylaws. Vacancies in either the President-Elect, Secretary, or Treasurer Offices shall be filled by a Chapter Director, pursuant to election procedures outlined in these bylaws, and so elected by the Chapter Board for the remainder of the vacated term of office. Under the advisement of the Chapter Board, the Chapter President may appoint a Director to fill such vacancy on an interim basis, if such appointment is deemed in the best interest of the Chapter, while process for election procedures is being effectuated to fill such vacancy.

Article VII – Elections

Section 1: Election of Directors

Directors shall be elected annually by the Chapter membership in such a manner as to ensure that no more than half of all Directors' terms expire in a given year. Directors shall be elected by secret ballot at a meeting of the Chapter members, or by electronic ballot under the auspices of the Chapter Secretary in a fashion consistent with these Bylaws, at the discretion of the Chapter Board.

Section 2: Replacement of Director for Unexpired Term

In the event a Director is removed from the Board, resigns from the Board, or is otherwise unable to complete his term, the Executive Committee of the Board, shall appoint an eligible Chapter member who is willing to serve as a Director to fill the remainder of the unexpired term, until the next scheduled Chapter election.

Section 3: Election of Officers

Officers shall be elected by the then-seated Chapter Board of Directors, by secret ballot, at the regularly scheduled Board meeting immediately preceding the new term of office for said Officers. At the discretion of the Board, and under the auspices of the Board Secretary, said election may occur by electronic means in a manner acceptable to the Board. The Board shall choose the method of ballot most likely to result in maximum participation by Directors.

The President, President-Elect and Immediate Past President shall serve a term of one program year. Other officers shall have terms of office of two years.

Section 4: Replacement of Officer for Unexpired Term

In the event an Officer is removed from his position, resigns his position or is otherwise unable to complete the duties of his position, the Board shall elect an eligible Director who is willing to assume said duties to fill the remainder of the unexpired term. This election shall occur by secret ballot at a regular or special meeting of the Board, or by electronic ballot under the auspices of the Board Secretary and with the approval of the Board. Said election should occur prior to the vacancy if possible, otherwise as expeditiously as reasonably possible after the position becomes vacant.

In the event there is a critical need to fill the vacancy prior to an election being arranged, the President may temporarily appoint a Director to fill the vacancy and address the critical need. If the vacancy is in the office of President, the President-Elect shall automatically succeed to the office of President, and election shall be arranged as expeditiously as reasonably possible to fill the office of President-Elect.

Section 5: Removal from Office

Any Officer and/or Director convicted of a felony, or found to be in violation of the ethical standards of The American College of Healthcare Executives, or in contradiction to the morale and good order of this chapter by conduct aberrant to Conflict of Interest Standards set forth in these bylaws, may be removed from office by a majority vote, by the then seated Executive Council of this Chapter, following due course of that body, pursuant to Roberts Rules of Order, with said member involved, when such transgression is reported and/or observed.

Due Process for removal of a seated Officer and/or Director is outlined in a Policy Statement presented to and approved by the Chapter Board, at its regularly scheduled meeting on September 28, 2008; said policy statement is currently held by Chapter Secretary in Chapter's currently approved Policy Manual. The Chapter Secretary will preside over any due process

proceeding, so called, unless the Chapter Secretary is subject of said proceeding, and at which time the Chapter President will appoint a currently seated Director to oversee such process.

Article VIII - Committees

Section 1: Standing Committees

There shall be six (6) standing committees, the Executive Committee, the Nominating Committee, the Education Committee, the Finance Committee, the Sponsorship Committee, and the Membership Committee.

1.1 Executive Committee

The Executive Committee shall be comprised of the Chapter Officers and may invite the Chairperson(s) of the Standing Committees from time to time as appropriate. The Executive Committee may exercise all power of the full membership during the interval between meetings of the full membership, except the power to adopt, amend or repeal any or all of these Bylaws. Meetings of the Executive Committee shall be called by the President, at any time or place, upon such notice, as the President may deem reasonable. A majority of the Executive Committee shall constitute a quorum at any meeting. All action taken at Executive Committee meetings shall be recorded and reported to the Board and Chapter membership at the next regularly scheduled meetings of those bodies.

1.2 Nominating Committee

The Nominating Committee shall consist of two (2) current Chapter Officers, one chapter member appointed by the Chapter Board, and any Regent of ACHE who is a chapter member who shall be an ex officio voting member. The Nominating Committee shall present a proposed slate of Directors to the members of the Chapter Board, no later than 90-days prior to the meeting at which elections will be held. Any eligible chapter member may place their name in nomination as a director by submitting a nomination form requesting such nomination. The nomination form will be reviewed and validated by the Chapter's Secretary before said member is included on the election slate for office by the Nominating Committee. The final slate of nominated Directors shall be presented to chapter membership no later than sixty (60) days prior to the election date. Elections will normally be held by electronic means so specified by the Chapter Board. The final slate of nominated Directors shall be presented to chapter membership no later than sixty (60) days prior to the election date.

1.3 Finance Committee

The Finance Committee shall consist of at least two (2) chapter members appointed by the Chapter Board and any Regent holding membership in the Chapter. The Finance Committee shall arrange and supervise any audit of the Chapter pursuant to generally accepted accounting principles and practices, and any specific area of Chapter business/activity so designated by the Chapter Board. This committee will also review and approve any and all financial statements

prepared by the Chapter Treasurer for external review, to include the Chapter's annual financial statement presented to ACHE pursuant to than applicable reporting guidelines.

1.4 Education Committee

The Education Committee shall oversee educational programming and organizing chapter networking activity for its members. This committee shall be chaired by a member of the Chapter Board, and shall consist of at least two (2) members of the chapter so nominated by the chair, and appointed by the Chapter Board. This committee shall offer regularly scheduled educational/networking programming, at least quarterly, each calendar year, with at least one (1) such offering approved by ACHE for Category-1 Continuing Education Credit for purposes of re-credentialing or advancement of Chapter members.

1.5 Membership Committee

The Membership Committee will consist of the Chapter Secretary, as chair, at least one other currently seated officer, and at least three (3) Chapter Members, appointed by the Chapter Board. This committee will assist chapter with recruiting and sustaining chapter members, as well as maintaining Chapter liaison activity with Health Care Administration Programs in its area. In addition, this committee will assist the Chapter in meeting its assigned membership advancement goals annually. Committee will also oversee and establish appropriate orientation procedures for all new Chapter members.

1.6 Sponsorship Committee

The Sponsorship Committee will consist of the Chapter President-Elect, as chair, and at least one other Board Member (Co-Chair), and at least five (5) Chapter members appointed by the Chapter Board. Chapter members appointed should represent the chapter's five geographic areas (Flint, Lansing, Grand Rapids, Northern Area (Traverse City/Petoskey/Mt. Pleasant), and Upper Peninsula) when possible. The principal role of this committee is to seek and maintain Chapter Sponsorships, pursuant to the then current Chapter Sponsorship Program, in cooperation with guidance provided by the Education and Finance Committees. The committee will endeavor to obtain sponsorships from both minority-owned and woman-owned healthcare related businesses and entities, pursuant to the Chapter's Statement on Inclusion and Diversity. This committee will endeavor to present a slate of potential sponsors to the Chapter Board annually at its first regularly scheduled meeting of each new program year.

Section 2: Other Committees or Program Councils

The Chapter President may, with the concurrence of the Chapter Board, establish, specify duties, and appoint chapter members to other committees as may be deemed necessary and advisable for the effective administration of the Chapter. Members may serve one year on such committees and may be reappointed at the discretion of the Chapter Board. All such "ad hoc" committees will be chaired by a member of the Chapter Board, but may be comprised of any Chapter Member whose membership on that committee is deemed appropriate and so supported by consensus of the Chapter Board. All such committees will be charged with a purpose by the Chapter President, will meet and carry out intended purpose as charged, and provide meeting minutes, as appropriate, for review by the Chapter 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. 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: Conduct

Officers and Directors shall not solicit or accept anything of more than de minimus value, including a loan, reward, material, or property from a vendor, visitor, contractor, supplier, or colleague. Cash or cash equivalent is strictly forbidden for acceptance in any amount. Vendor/contractor sponsored entertainment activities and gifts may not be accepted under circumstances that could have the effect of influencing business decisions that are not in the best interest of GLACHE. Failure to abide by the spirit and intent of sound ethical business relationship and ACHE's then stated Ethical Standards of Conduct, by any Officer and/or Director, could result in immediate dismissal from GLACHE Office pursuant to then current Chapter bylaws.

Article X - AMENDMENTS

Section 1: Amendments

These Bylaws may be amended or repealed by a simple 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 written record of all revisions to the Bylaws, including effective dates.

Article XI - DISSOLUTION

Section 1: Chapter Dissolution

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

Section 2: Chapter Assets

In the event the Chapter is dissolved, all assets remaining after the settlement of any Chapter debts and/or obligations shall be distributed pursuant to 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(s) and any agent(s) 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 the 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 1 of each calendar year and so end on December 31 of that same calendar year.

Section 3: Effect of Bylaws

Chapter 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 articles of Incorporation of the Chapter. Except as these bylaws may be inconsistent with such laws and Articles, they shall regulate the conduct of business and affairs of the Chapter with respect to all matters to which they relate.

ADOPTED BY: 2017 GLACHE Board of Directors

Date: **February 17, 2017**



Signed:

GLACHE President

Derk F. Pronger

Printed Name

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