

**GEORGIA ASSOCIATION OF
HEALTHCARE EXECUTIVES, INC.**

**AMENDED AND RESTATED BYLAWS
(with amendments effective 10-1-2021)**

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GEORGIA ASSOCIATION OF HEALTHCARE EXECUTIVES, INC.

AMENDED AND RESTATED BYLAWS

ARTICLE ONE

Name, Location, and Offices

- 1.1 **Name.** The name of this corporation shall be “Georgia Association of Healthcare Executives, Inc.” (“GAHE”), an independent chapter of the American College of Healthcare Executives (“ACHE”).
- 1.2 **Registered Office and Agent.** The corporation shall maintain a registered office in the State of Georgia, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.
- 1.3 **Other Offices.** The principal office of the corporation shall be located in Atlanta, Cobb County, Georgia. The corporation may have other offices at such place or places, within or outside the State of Georgia, as the Board of Directors may determine from time to time or the affairs of the corporation may require or make desirable.

ARTICLE TWO

Purposes and Governing Instruments

- 2.1 **Nonprofit Corporation.** The corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.
- 2.2 **Purposes.** The corporation is a voluntary association of individuals and organizations the primary purpose of which, as set forth in the articles of incorporation, is to promote the common business, professional and educational interests of healthcare executives and otherwise promote the healthcare industry and profession, consistent with the provisions of section 501(c)(6) of the Internal Revenue Code. In furtherance of such purpose, the corporation shall have full power and authority:
 - a. To provide leadership in promoting education and professionalism among healthcare executives;
 - b. To promote recognition of healthcare executives;
 - c. To provide opportunities for networking among healthcare executives;
 - d. To unite healthcare executives and to promote the ideals of the profession among them and in relation to the public;
 - e. To aid and encourage cooperation among healthcare executives, consultants and improvement in the profession; and

f. To perform all other acts necessary or incidental to the above, and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the corporation, as set forth in the articles of incorporation and these Bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code, both as a separate organization and in cooperation with state and other local organizations (within and subject to the limitations of section 501(c)(6) of the Internal Revenue Code).

- 2.3 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**.
- 2.4 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 and effect from time to 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.
- 2.5 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**.
- 2.6 Governing Instruments.** The corporation shall be governed by its articles of incorporation and these Bylaws.

ARTICLE THREE

Membership

- 3.1 Classes of Membership.** There shall be three classes of membership: (1) active, (2) student, and (3) emeritus.
- a. **Active Member.** To be eligible for active membership in **GAHE**, a person shall be affiliated with **ACHE** in any affiliate status other than student associate.
- b. **Student Member.** To be eligible for student membership in **GAHE**, a person must be a student associate of **ACHE**.
- c. **Emeritus Member.** To be eligible for emeritus membership in **GAHE**, a person must be an Active member of **GAHE** and a current or past Regent of Georgia elected

by **ACHE**. The Regents will be designated as emeritus members by the Board of Directors of **GAHE** and announced to the membership.

3.2 Rights and Responsibilities of Membership.

a. Active and emeritus members shall be entitled to vote on any and all matters submitted to the vote of the membership, to serve on any duly appointed committee, to serve as chairpersons of committees, to exercise any rights voted by the membership, and to cast ballots in elections. Only active members shall be eligible to hold office in **GAHE**.

b. Student members may serve on any committees of **GAHE**, other than the Board of Directors.

3.3 Admission. Any ACHE affiliate residing in GAHE's assigned geographic territory shall be a member of GAHE, and shall be admitted to membership upon their admission to membership in ACHE. Notwithstanding the foregoing, should an ACHE affiliate residing in Georgia "opt out" of chapter membership, such person shall not be a member of GAHE for any purposes under these bylaws and shall not, therefore, be eligible to hold office in GAHE or to vote on matters coming before the membership of GAHE.

3.4 Dues. GAHE shall not charge dues for membership in GAHE. Dues shall be charged by and paid to ACHE in accordance with the dues schedule in force at the time. Members who have not paid their dues to ACHE in accordance with the policies and procedures of ACHE shall be suspended from membership without further action by **GAHE**.

3.5 Meetings.

a. At least one (1) regular meeting will be held in each quarter of the calendar year. The annual meeting of the membership shall be held in **November** of each year.

b. Special meetings of the membership may be called at the discretion of the president after consultation with the Board of Directors.

c. Notice of the time and place of any regular meeting of the membership shall be given not less than thirty (30) nor more than sixty (60) days before such regular meeting.

d. Notice of the time and place of any special meeting of the membership shall be given not less than seven (7) nor more than twenty-one (21) days before such special meeting.

e. All notices of membership meetings shall comply with the provisions detailed in Section 6.1 of these Bylaws.

f. At meetings of the membership, the eligible voting membership (active and emeritus members) present at such meeting will constitute a quorum for the transaction of business.

- 3.6 Voting.** Any and all matters submitted to a vote of the membership shall be decided by a majority vote of those active and emeritus members present at any regular or special meeting.

ARTICLE FOUR

Board of Directors

4.1 Authority and Responsibility of the Board of Directors.

a. The supreme authority of **GAHE** and the government and management of the affairs of **GAHE** shall be vested in the Board of Directors; and all the powers, duties, and functions of **GAHE** conferred by the articles of incorporation, these Bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by the Board of Directors.

b. The governing body of **GAHE** shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the management, affairs and property of the corporation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of **GAHE** as shall be deemed advisable. Under no circumstances, however, shall any actions be taken which are inconsistent with the articles of incorporation and these Bylaws; and the fundamental and basic purposes of the corporation, as expressed in the articles of incorporation and these Bylaws, shall not be amended or changed.

c. The Board of Directors shall not permit any part of the net earnings or capital of **GAHE** to inure to the benefit of any member, director, officer, trustee, or other private person or individual.

d. The Board of Directors may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the corporation.

e. The Board of Directors is authorized to employ such person or persons, including an executive director or officer, business office manager, attorneys, trustees, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

- 4.2 Composition of Board of Directors; Election; Term.** The Board of Directors shall consist of (a) the officers of the corporation, (b) five (5) at-large active members, and (c) any currently serving Regent of **ACHE** who is a member of **GAHE** (a “Regent Director”). It is desired that the Board of Directors reflect the membership for which they serve inclusive of the geographic diversity of **GAHE**. With the exception of Regent Directors, the President, and the Immediate Past President, directors shall be elected in accordance with Section 3.6 above by a majority of the voting membership at the annual meeting of the membership held in accordance with Section 3.5 of these Bylaws. Each director shall serve for one (1) year or until his/her successor shall have been elected and qualified.

- 4.3 Removal.** Any director may be removed, either for or without cause, only by the majority vote of the remaining directors. A Regent Director shall cease to be a director when such Regent Director ceases to be a currently-serving ACHE Regent.
- 4.4 Vacancies.** Any vacancy in the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term only by a majority vote of the directors then in office. Each director so elected shall hold office until the expiration of his or her term, or the unexpired term of his or her predecessor, as the case may be, and until his or her successor is elected and qualifies.
- 4.5 Compensation.** Directors shall not receive any remuneration for their services, but may be reimbursed for travel and other out-of-pocket expenses incurred in discharging their official duties on behalf of **GAHE**.

ARTICLE FIVE

Meetings of the Board of Directors

- 5.1 Place of Meetings.** Meetings of the Board of Directors may be held at any place within or outside the State of Georgia as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the corporation. Meetings 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.
- 5.2 Annual Meeting: Notice.** The annual meeting of the Board of Directors shall be held at such place as the Board of Directors, shall determine on such day and at such time as the Board of Directors shall designate. Unless waived as contemplated in **Section 5.5**, notice of the time and place of such annual meeting shall be given not less than ten (10) nor more than fifty (50) days before such annual meeting.
- 5.3 Regular Meetings: Notice.** One regular meeting of the Board of Directors shall be held in each quarter of the calendar year from time to time between annual meetings at such times and at such places as the Board of Directors may prescribe. Notice of the time and place of each such regular meeting shall be given not less than seven (7) nor more than thirty (30) days before such regular meeting.
- 5.4 Special Meetings: Notice.** Special meetings of the Board of Directors may be called at the discretion of the president. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given at least twenty-four (24) hours before such meeting.
- 5.5 Waiver.** Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Six ("Notice and Waiver").

- 5.6 Quorum.** At meetings of the Board of Directors, a majority of the members of the Board of Directors then in office shall be necessary to constitute a quorum for the transaction of business.
- 5.7 Vote Required for Action.** Except as otherwise provided in these Bylaws or by law, the act of a majority of directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors. Adoption, amendment and repeal of a bylaw are provided for in Article Twelve of these Bylaws. Vacancies in the Board of Directors may be filled as provided in *Section 4.5* of these Bylaws.
- 5.8 Action by Directors Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken is signed by all the members of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote at a meeting. The signed consent, or a signed copy shall be placed in the minute book.
- 5.9 Telephone and Similar Meetings.** Directors may participate in and hold a meeting by means of conference telephone, videoconference, or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear and speak with each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.
- 5.10 Adjournments.** A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

ARTICLE SIX

Notice and Waiver

- 6.1 Procedure.** Whenever these Bylaws require notice to be given to any director or member, the notice shall be given in accordance with this *Section 6.1*. Notice under these Bylaws shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person, by telephone, telegraph, teletype, or other form of wire or wireless communication; or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television, or other form of public broadcast communication. Written notice is effective at the earliest of the following:
- a. When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;

b. Five (5) calendar days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or

c. On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or

d. For electronic communications, when the sender's electronic system indicates delivery to the party's email address as reflected in the records of **GAHE**.

Oral notice is effective when communicated. In calculating time periods for notice, when a period of time measured in days, weeks, months, years, or other measurement of time is prescribed for the exercise of any privilege or the discharge of any duty, the first day shall not be counted but the last day shall be counted.

- 6.2 Waiver.** A director or member may waive any notice before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing, signed by the director or member entitled to the notice, and delivered to **GAHE** for inclusion in the minutes or filing with the corporate records. A director's or member's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the director or member at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE SEVEN

Officers

- 7.1 Number and Qualifications.** Only active members in good standing with **GAHE** and **ACHE** shall be eligible for office. The elected officers of **GAHE** shall consist of a president, a vice president, a secretary, a treasurer, and an immediate past president. The Board of Directors of **GAHE** shall from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the corporation; but **GAHE** shall not be required to have at any time any officers other than a president, a vice president, a secretary, and a treasurer. *No officer may hold more than one office.* The officers shall be ex-officio members of the Board of Directors.

- 7.2 Election and Term of Office.** The elected officers of **GAHE** shall be the president, vice president, secretary, treasurer, and immediate past president. The coordination of the nomination, election, and induction of the elected officers shall be the responsibility of the Nominating Committee. Such officers (other than the president and the immediate past president) shall be elected annually by the eligible voting membership of the corporation, consisting of active and emeritus members, as detailed in **Section 3.1**, et seq. Such officers shall serve for terms of one (1) year and thereafter until their successors have been elected and have qualified, or until their earlier death, resignation, removal, retirement, or disqualification. Any other officers or assistant officers appointed by the Board of Directors of **GAHE** under **Sections 7.1 or 7.4** of these Bylaws shall serve at the

will of the Board of Directors of **GAHE** until their successors have been elected and have qualified, or until their earlier death, resignation, removal, retirement, or disqualification.

- 7.3 Succession.** The succession to the office of president from the office of vice president will be automatic. In the event the vice president cannot succeed to the office of president in the subsequent year, the position will be filled through the formal election process. The succession to the office of immediate past president from the office of president will also be automatic. In the event that the president cannot succeed to or continue in the office of immediate past president in the subsequent year, the position will be filled with another director in accordance with **Section 4.3**, but only for the remainder of the term of the immediate past president.
- 7.4 Other Agents.** The Board of Directors may appoint, from time to time, such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.
- 7.5 Removal.** Any officer or agent elected by the membership or appointed by the Board of Directors may be removed by vote of the majority of the membership whenever in its judgment the best interests of **GAHE** will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.
- 7.6 Vacancies.** If the office of the president becomes vacant, the vice president shall immediately accede to the president's office for the duration of the term. Vacancies of the other offices, or within committees, shall be filled by appointment by the Board of Directors.
- 7.7 President.** The president shall at the time of his or her election be a current (meaning currently certified or recertified) Fellow designate (meaning an ACHE affiliate who has passed the Board of Governors Examination but who has not completed all other requirements for advancement to Fellow) or Fellow (**FACHE**) in **ACHE**. The president shall be the Chief Executive Officer, direct the activities of **GAHE**, function as chair of the Board of Directors, further the policies and programs established by the Board of Directors, and preside at all **GAHE** meetings. The president shall automatically succeed to the office of immediate past president.
- 7.8 Vice President.** The vice president shall at the time of his or her election be a current (meaning currently certified or recertified) Fellow designate (as defined above) or Fellow (**FACHE**) in **ACHE**. In the absence or disability of the president, the vice-president shall perform the duties of the president or such other duties as may be required by the Board of Directors. The vice president will automatically succeed to the office of president. The vice president shall chair the Nominating Committee.
- 7.9 Secretary.** The secretary shall prepare and sign the minutes of the Board of Directors and the meetings of the **GAHE** membership. He/she shall promptly notify all officers and committees of their election or appointment and shall see that all notices are duly

given in accordance with the provisions of these Bylaws or applicable statutes; be custodian of the **GAHE** corporate records; keep a register of the address of each member; and shall perform the usual duties incident to the office of secretary and perform such other secretarial duties as may be imposed on him/her from time to time by the Board of Directors.

- 7.10 Treasurer.** The treasurer shall receive and disburse the funds of **GAHE**. He/she shall keep and preserve proper records, vouchers and books of account which shall be open to inspection by any active member upon written request for good cause shown, only during normal business hours. He/she shall receive and give receipts for monies due and payable to **GAHE** from any source and shall deposit all such monies in the name of **GAHE** in such banks or other financial depositories as shall be selected by the Board of Directors. The treasurer shall submit a current financial report to the Board of Directors and to the membership of **GAHE** as directed by the Board of Directors, prepare (or cause to be prepared) a complete financial report annually, and prepare and file (or cause to be prepared and filed) an annual income tax as required by state and federal law.
- 7.11 Immediate Past President.** In the absence or disability of the president and the vice-president, the immediate past president shall perform the duties of the president or such other duties as may be required by the Board of Directors.
- 7.12 Compensation.** The elected officers of **GAHE** shall not receive any remuneration for their services, but may be reimbursed for travel and other out-of-pocket expenses incurred in discharging their official duties on behalf of **GAHE**.

ARTICLE EIGHT

Committees

Except as may be provided herein, the Board of Directors may establish or dissolve special committees or executive committees from time to time by resolution. The standing committees shall be the Nominating and Program Committees. A quorum for the standing committees shall be not less than half the members of that specific committee. Each committee shall take minutes and submit reports of each of its meetings to the Board of Directors.

- 8.1 Nominating Committee.** No less than four (4) months prior to the annual meeting, the Board of Directors shall appoint no less than three (3) and no more than seven (7) members (which shall include all then serving Regent Directors) to serve as the members of the Nominating Committee. The vice president shall chair the Nominating Committee. Any member of the Nominating Committee who, for whatever reason, may become a candidate for any elected position shall resign from the Nominating Committee. The Nominating Committee shall be responsible for sending the proposed slate of officers to each member at least forty-five (45) days prior to the annual meeting. Additional nominations may be made in the following manner: any active member may be nominated by written petition of at least fifteen (15) members of **GAHE**. Such nominations must be received by the Nominating Committee at least fifteen (15) days prior to the annual meeting.

8.2 Duties of the Nominating Committee. The chairperson of the Nominating Committee shall coordinate the activities of the committee. In addition to those duties set forth above, the Nominating Committee shall perform the following activities:

- a. Receive nominations for all members of the board from the membership for and during the regular meeting in the first quarter of each calendar year;
- b. Verify that each nominee is eligible for office according to the criteria defined in *Article 7*;
- c. Prepare a list of the eligible nominees for each office;
- d. Collect a bio/resume/online profile from each eligible nominee; and
- e. Distribute the proposed slate, along with the bios/resumes/online profiles to all active and emeritus members no less than forty-five (45) days before the annual meeting.
- f. Active and emeritus members shall vote on the proposed slate at the annual meeting. The majority of the votes cast shall decide the election. In the event of a non-majority vote or need for special election for any reason, the Nominating Committee shall coordinate a vote as appropriate under the direction of the Board of Directors. The Nominating Committee chairperson shall announce the results of the election and shall, as his/her final duty, shall preside over the induction of officers at the annual meeting.

8.3 Program Committee. The Program Committee shall consist of one (1) director and no fewer than three (3) other active **GAHE** members (who are not members of the Board of Directors) appointed by the Board of Directors. The Program Committee shall provide programs of educational and professional development at each regular meeting for the enrichment of the membership. The Program Committee shall be responsible for determining the program content for all **GAHE** meetings and shall make arrangements for speakers for the program, notify the membership twenty-one (21) to forty-five (45) days in advance of such programs and shall submit an annual accounting report, including honoraria and other expenses incurred in such program presentations.

8.4 Other Committees. Other committees may, from time to time be appointed by the Board of Directors, including, but not limited to, the Bylaws Committee (which may be appointed to receive and consider proposals affecting these Bylaws and to recommend amendments to these Bylaws); the Ethics Committee (which may be appointed to review and recommend action to the Board of Directors on allegations brought forth regarding a member's breach of the **ACHE** Code of Ethics); and the Finance Committee (which may be appointed to assist the treasurer with auditing, budgeting, business practices and policies, cash management, financial reporting, internal controls, and investments, planning).

8.5 Local Program Councils. The Board of Directors may create, establish terms, and appoint active **GAHE** members to local program councils. Such councils shall conduct such business within a geographic area of **GAHE's** territory as determined by the Board of Directors, including arranging and sponsoring educational and networking events.

- 8.6 **Quorum.** A quorum of any committee shall be a simple majority of the voting members thereof. A majority vote of those members who are present and voting at a meeting at which a quorum is present shall be required for approval of any proposal. All members, including the chairman of the committee, shall have voting privileges on the committees, except as otherwise provided herein.
- 8.7 **Attendance By Communications Equipment.** Members of any committee may participate in and act at any meeting of such committee through the use of a conference telephone, videoconference, or similar communication equipment by means of which all persons participating in the meeting can simultaneously hear and speak with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

ARTICLE NINE

Contracts, Checks, Deposits, and Funds

- 9.1 **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation. Such authority must be in writing and may be general or confined to specific instances. The Board of Directors may determine that certain officers or agents of **GAHE** who are responsible for the receipt, custody, or disbursement of funds or other assets of **GAHE** shall furnish bond; the amount of the bond and designation of the surety or sureties shall be subject to the approval of the Board of Directors, who may authorize the expense of such bond to be paid by **GAHE**.
- 9.2 **Checks, Drafts, Notes, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of **GAHE** shall be signed by such officer or officers, agent or agents, of **GAHE** and in such other manner as may from time to time be determined by resolution of the Board of Directors. Any such check, draft, or other order for a face amount in excess of \$3,000 shall be signed by two (2) members of the Board of Directors.
- 9.3 **Deposits.** All funds of **GAHE** shall be deposited from time to time to the credit of **GAHE** in such banks, trust companies or other depositories as the Board of Directors may select.
- 9.4 **Gifts.** The Board of Directors may accept on behalf of **GAHE** any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE TEN

Indemnification and Insurance

- 10.1 **Indemnification.** In the event that any person who was, or is, a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from **GAHE** against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the corporation, judgments, fines and amounts paid in

settlement), actually and reasonably incurred by him/her in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, trustee, or agent of the corporation, or is or was serving at the request of **GAHE** as a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, **GAHE** shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.

10.2 Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 10.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or Bylaws, or any agreement, vote of members or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, trustee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

10.3 Insurance. To the extent permitted by Georgia law, **GAHE** may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, trustee, or agent of the corporation, or is or was serving at the request of **GAHE** as a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

ARTICLE ELEVEN

Miscellaneous

11.1 Books and Records. **GAHE** shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors. **GAHE** shall keep at its registered or principal office a record giving the names and addresses of the directors.

11.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.

11.3 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of **GAHE** and to change the same from time to time as it deems appropriate.

11.4 Internal Revenue Code. All references in these Bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future

United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

- 11.5 Construction.** Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible, the remainder of these Bylaws shall be considered valid and operative and effect shall be given to the intent manifested by the portion held invalid or inoperative.
- 11.6 Table of Contents: Headings.** The table of contents and headings are for organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.
- 11.7 Relation to Articles of Incorporation.** These Bylaws are subject to, and governed by, the articles of incorporation.

ARTICLE TWELVE

Amendments

- 12.1 Power to Amend Bylaws.** The Board of Directors shall have the power to alter, amend, or repeal these Bylaws, or adopt new bylaws.
- 12.2 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 THIRTEEN

Non-Profit Status

Notwithstanding any other provisions of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE FOURTEEN

Dissolution

- 14.1 Dissolution.** **GAHE** may be dissolved in accordance with the procedure prescribed in the Georgia Nonprofit Corporation Code. The Board of Directors shall approve a resolution recommending dissolution. Such resolution shall then be presented to the active and emeritus members at a regular or special meeting. Notice of such meeting and of the proposed action shall be mailed to each active and emeritus member of **GAHE** not less than thirty (30) nor more than sixty (60) days before the date of the meeting. A quorum for the meeting to consider a resolution to dissolve **GAHE** shall be a number not less than a majority of the votes entitled to be cast, represented in person or by proxy. A resolution to dissolve **GAHE** shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by such members present or represented in person or by proxy.

- 14.2 Distribution of Assets.** At any time when the dissolution of **GAHE** is authorized by a vote of the members as set forth hereinabove, the Board of Directors then holding office shall distribute the assets of **GAHE** remaining after the payment, satisfaction and discharge, or adequate provision therefore, of all liabilities and obligations of the corporation, in accordance with the requirements of the Georgia Nonprofit Corporation Code, to one or more corporations, societies, or organizations organized and operated not-for-profit within or without the State of Georgia, which, in the judgment of a majority of the Directors in office, shall be deemed to further the field of healthcare management.

These Amended and Restated Bylaws of the Georgia Association of Healthcare Executives, Inc., have been approved by the Board of Directors of GAHE effective October 1, 2021.

APPROVED:

**GEORGIA ASSOCIATION OF
HEALTHCARE EXECUTIVES, INC.**

By: _____
President

Attest: _____
Secretary

[SEAL]