

BYLAWS OF THE MIDWEST CHAPTER OF THE AMERICAN COLLEGE OF HEALTHCARE EXECUTIVES

An independent chapter of the American College of Healthcare Executives

ARTICLE I – NAME

The name of the Chapter shall be the Midwest Chapter of the American College of Healthcare Executives (MCACHE), an independent chapter of the American College of Healthcare Executives (ACHE).

ARTICLE II – MISSION AND AFFILIATION

Section 1: Mission

The mission of MCACHE, operating in the territory designated by ACHE, is to be the professional membership society for healthcare executives for such territory; 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. In addition, MCACHE shall provide a local forum for the open exchange of information and viewpoints, which enhance the decision-making expertise and professional growth of its members.

Section 2: Purpose

The purpose of MCACHE shall be:

- A. To provide a local educational forum to support the professional growth and development of its membership.
- B. To further professional knowledge through programs designed to familiarize members with local, regional and national health care activities and trends.
- C. To stimulate interest in improved methods of health care management.
- D. To provide an opportunity for members to expand their network and range of interpersonal contacts with their colleagues from other institutions and organizations.

- E. To offer members a forum in which to evaluate critical health care issues concerning the territory designated by ACHE (currently southeast Michigan and northwest Ohio) through group discussions and idea exchange.
- F. To serve as a role model professional organization for students in healthcare organizations, leadership, and management and provide opportunities for early student engagement.

Section 3: Affiliation with ACHE

So long as MCACHE remains a Chapter of the ACHE, it 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 rendered to or for the benefit of MCACHE in meeting its purpose. All such payments shall be made in accordance with the Bylaws.

Section 4: Organizational Identity

MCACHE is a distinct, separate entity from ACHE. It is therefore responsible for maintaining its financial records, filing appropriate notices and forms with state and federal authorities, and maintaining necessary insurance coverage for itself except where specific arrangements have been made for ACHE to serve as MCACHE's registered agent. ACHE shall not be liable for the debts and obligations of MCACHE. MCACHE shall not be liable for the debts and obligations of ACHE.

ARTICLE III – MEMBERSHIP

Section 1: Eligibility

All ACHE members located within MCACHE's ACHE-assigned geographic territory shall be members of MCACHE. Only ACHE members are eligible to hold membership in MCACHE.

Section 2: Establishment of Membership

Membership in MCACHE shall become effective when ACHE assigns an ACHE member to MCACHE based on the location of the member in accordance with the procedures of ACHE.

Section 3: Categories of Membership

Membership in MCACHE shall be the same as the ACHE membership categories in effect from time to time.

Section 4: Resignation

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

ARTICLE IV - DUES

Section 1: Dues

MCACHE 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

Meetings of the MCACHE 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

MCACHE shall conduct an annual business meeting (Annual Business Meeting) and such other meetings of its members as determined by the MCACHE Board (Board).

Section 3: Notice of Meetings

Written notice stating the place, day and hour and mode of the annual business meeting shall be delivered to each member of record entitled to vote at such meeting, not less than 15 or more than 60 days before the date of the meeting, by or at the direction of the President or the Secretary.

Section 4: Eligibility to Vote

Only MCACHE 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 one-third of the Board plus a minimum of five other active members.

Section 6: Special Business Meetings

The Board may call special business meetings of the members. 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 –BOARD

Section 1: Administration

The administration of MCACHE shall be managed by elected officers and the Board. The Board shall have authority and responsibilities for supervising the general operation of the organization in meeting its mission as stated in Article II.

Section 2: Eligibility of Board, Officers, and Members

All members of the Board must be members of MCACHE who have completed at least one year of membership.

Section 3: Board Composition

The Board shall be composed of the Officers, Standing Committee Chairpersons, and such other members who may from time to time be appointed or elected as at-large members. Any geographic Regent of ACHE who is a member of the Chapter shall be an ex officio, voting member of the Board. At-large Board members shall number no less than four or more than ten at any given time. When considering appointment or election of at-large members to the Board, the Board also shall seek recommendations from any ACHE Regent whose area includes any portion of MCACHE's territory as designated by ACHE. The Board may appoint at-large members of the Board between annual meetings, who shall then be included by the Committee on Nominations as part of the annual slate. At-large appointments to the Board shall be for a two-year term and may be re-elected for an unlimited number of terms.

A student representative, annually nominated by the Committee on Student Activities and confirmed by the Board, shall serve as a non-voting member of the Board.

The Board may appoint one or more MCACHE members as Board Advisors to provide guidance, support, project-specific efforts or other needs. A Board Advisor shall serve under the direction of the President and may participate in all Board and Executive Committee

meetings, without vote. The term of a Board Advisor shall be for one year and may be reappointed for an unlimited number of additional terms.

Section 4: Role of the Board

The Board will be responsible for setting objectives and direction for MCACHE; serving as liaisons and advocates for MCACHE programs and the ACHE; and annually approving a budget and work plan for MCACHE. The Board shall be responsible for the overall management and communication of all MCACHE activities so as to ensure a local forum for the open exchange of information and viewpoints for the members. This will be accomplished through meetings and programs.

Section 5: Officer Composition

Officers must be members of MCACHE who have completed at least one term as a Board member, unless otherwise specified. Following is a list of the Officers of MCACHE, their roles and responsibilities. The President, President-elect, Immediate Past President, Secretary and Treasurer shall be elected by the membership, either in person at the Annual Business Meeting or electronically not more than 15 days prior to the Annual Business Meeting, and shall serve a term of one fiscal year, unless extended by the Board due to highly unusual circumstances. Detailed descriptions of the job responsibilities for each position shall be provided in the Chapter Leadership Manual.

- A. President – Shall have responsibility of chairing the Board, Executive Committee and membership meetings. He/she shall have served at least two years as a Board member.
- B. President-elect – Shall have had at least one-year active Board membership. In addition to other duties assigned by the President, he/she shall serve as a member of the Committee on Audit and Finance.
- C. Immediate Past President – Shall have been the previous President and shall assist the President and Executive Committee as directed. If the Immediate Past President is unable to serve, the office of Immediate Past President shall not be filled.
- D. Treasurer – Shall have the responsibility to coordinate all activities associated with financial management of MCACHE, including collecting revenues, maintaining funds, managing disbursements, and keeping proper accounting.

He/she shall also present a report of Revenue and Expenses to the MCACHE Board at least quarterly and shall serve as staff to the Committee on Audit and Finance.

- E. Secretary – Shall maintain the MCACHE records and data and assist the President in the preparation of meeting minutes., assist with elections, and maintain and update all Chapter rosters.

Section 6: Officer and Committee Chair/Vice-Chair Selection/Elections

The process for selecting and/or electing MCACHE Officers, Committee Chairpersons and Committee Vice-Chairpersons shall be as follows:

- A. Officers – In September/October of each year, the Committee on Nominations shall meet and develop a slate of Officers, Committee Chairpersons, at-large Members, and Board members who had been appointed by the Board to fill vacancies since the previous Annual Business Meeting for presentation to the membership. The President shall contact potential candidates to confirm their willingness to serve prior to the preparation of the slate. MCACHE Officers, Committee Chairpersons, at-large Board members, and any Board members who have been appointed by the Board to fill any vacancies shall be ratified by the members annually, either in person at the Annual Business Meeting or electronically not less than 15 days prior to the Annual Business Meeting. When there are two or more candidates for an office, chairpersonship, or vacancy, a majority vote of the members casting a ballot shall constitute an election.
- B. Committee Chairpersons – In August/September of each year, the President shall solicit recommendations for the next year's Committee Chairpersons for those Committee Chairpersons completing their term as Chairperson. The President will review the Committee Chairperson recommendations with the President-Elect and provide such recommendations to the Committee on Nominations. The Committee on Nominations will ratify or change the recommendations.
- C. Vice-Chairpersons – Annually, Committee Chairpersons shall appoint their respective Vice-Chairpersons with the concurrence of the Board. A Standing Committee may have more than one Vice Chairperson. If there are more than one Vice Chairperson, one shall be appointed as the First Vice Chairperson. Vice-Chairpersons may be reappointed for an unlimited number of annual terms. Vice Chairpersons may attend all meetings of the Board. If a Standing Committee Chairperson is unable to participate in a meeting of the Board, the respective Vice-Chairperson may participate as an alternate, with vote. If a Committee has more than one Vice Chairperson, only the First Vice Chairperson shall serve as the Chairperson's alternate.

Section 7: Executive Committee Composition

The Executive Committee shall be composed of the Officers, and the Regent, if the Regent is a member of MCACHE.

Section 8: Role of the Executive Committee

The Executive Committee shall advise the President and Committee Chairpersons as necessary in the fulfillment of their responsibilities and shall act on behalf of the Board between meetings of the Board as may be permitted under the applicable law.

Section 9: Board Meetings

Regular meetings of the Board shall be held at least four 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 10: Executive Committee Meetings

The President may call meetings of the Executive Committee as he/she deems necessary, at such time, place and mode as the President may determine.

Section 11: Notice

Notice of any regular or special meeting of the Board shall be given to each member 10 days prior to the meeting, if notice is delivered by U.S. mail, or five days prior to the meeting if notice is delivered by facsimile or electronic mail. Any Board member may waive notice of any meeting. Notice of any meetings of the Executive Committee shall be given to each member two days prior to the meeting by any means as determined by the President. Any member of the Executive Committee may waive notice of any meeting.

Section 12: Quorum

A majority of the voting members of the Board or Executive Committee shall constitute a quorum for any vote. In matters of conflict of interest in which a member is the subject, that person shall not be allowed to vote.

Section 13: Attendance

It is expected that all Board members will be active participants in MCACHE affairs. Those not in attendance for at least fifty percent of Board/Executive Committee meetings on an annual basis will be subject to removal from office at the discretion of the Board.

Section 14: Action of the Board

Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the act of a majority of those Board members present in person at a meeting, teleconference call or by electronic means at which a quorum is present, shall be the action of the Board. The

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

Section 15: Term of Office

The terms of Board and Executive Committee members shall commence on January 1st and shall continue for a period of two years (except for Officers who shall serve for one year), or until replaced by a subsequent election or appointment.

Section 16: Vacancies

Vacancies occurring in the Board, Executive Committee, or Officers by reason of death, resignation, removal, or other inability to serve, shall be filled by vote of the remaining Board members at any meeting of the Board. A person elected to fill a vacancy shall serve until the next Annual Meeting of the members or until the election of a successor.

Section 17: Participation By Means Of Communications Equipment

A member of the Board, Executive Committee, or Committee may participate in a meeting by means of conference telephone or similar communications equipment provided that all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

Section 18: Action without a Meeting

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if, before or after the action, all of the Board members entitled to vote consent thereto in writing. Such written consents shall be filed with the minutes of the proceedings of the Board and shall have the same effect as a vote of the Board members for all purposes.

ARTICLE VII – COMMITTEES AND AFFILIATES

Section 1: Standing Committees

The Board shall annually prepare a list of nominees to serve on the MCACHE standing committees exclusive of Chairpersons and Vice Chairpersons. MCACHE membership shall annually be appraised of the committees and their charges in order to solicit their participation. Following are the MCACHE standing committees and their charges:

A. Committee on Nominations:

The Committee on Nominations shall consist of the President, President-elect, Immediate Past President, and at least one but not more than three other Board members or past presidents. Any geographic Regent of ACHE who is a MCACHE member shall be an ex-officio, voting member. The MCACHE Immediate Past President shall serve as the Committee Chairperson, except that if there is no Immediate Past President the Board shall appoint a person to serve as the Committee Chairperson. The Committee is responsible for recommending to the full Board the next year's slate of Officers, Committee Chairpersons, at-large members of the Board, and candidates to fill vacant Board slots to the Board for its approval. Once approved by the Board, the slate shall be voted on by the membership, either in person at the Annual Business Meeting or electronically not more than fifteen days prior to the Annual Business Meeting.

B. Committee on Audit and Finance:

The Committee on Audit and Finance shall consist of at least two members appointed by the Board. The President-elect shall be a member of the Committee. The Committee shall arrange and supervise an annual audit of the Chapter in accordance with generally accepted accounting principles and practices as well as prepare an annual budget under direction of the Board. The MCACHE Treasurer shall serve as a member of this Committee and provide staff support. Upon the recommendation of the Treasurer, the Board may appoint an Assistant Treasurer, who may participate in Board meetings similar to that of Vice-Chairpersons as provided in Article VI, Section 6(C).

C. Committee on Bylaws:

The Committee shall annually review the MCACHE Bylaws and develop recommendations for revisions. Any recommended revisions to the Bylaws shall be approved by the Board in sufficient time to be presented to the membership, either at an in-person meeting of the membership or electronically. The Committee should prepare an annual timetable and list of Bylaw obligations for the Officers to facilitate the timely completion of their work requirements. The Committee also shall be responsible for providing recommendations of changes to the Chapter Leadership Manual for approval by the Board.

D. Committee on Career Development:

The Committee shall be responsible for developing programs and strategies to assist the MCACHE membership with career development. The Committee shall promote advancement within the ACHE as its primary responsibility.

E. Committee on Communications:

The Committee shall be responsible for the preparation and coordination of the MCACHE Newsletter, website and all external communications. The Committee should prepare the MCACHE Newsletter at least quarterly.

F. Committee on Membership:

The Committee shall be responsible for developing strategies for MCACHE membership growth and retention.

G. Committee on Programming:

The Committee shall be responsible for planning, staging and evaluating all membership educational and networking programs. This shall include programs for the membership as well as working with the ACHE to bring relevant educational programs of theirs to the local area.

H. Committee on Student Activities:

The Committee shall be responsible for developing programming of interest to health services management students and faculty. This shall include job shadowing program, mentoring engagement opportunities, scholarship assistance, encouraging ACHE Congress attendance and the like should be the core of the committee's annual agenda.

I. Committee on Emerging Healthcare Leaders:

The Committee shall be responsible for recommending strategies for how MCACHE can more effectively engage emerging healthcare leaders. Focus areas include, but are not limited to, programming, education, career development opportunities, community service, and networking.

J. Committee on Sponsorships:

The Committee shall be responsible for identifying and securing financial sponsorships for MCACHE and its activities by developing and maintaining relationships with organizations to secure financial support and to enhance those organization's brand visibility within MCACHE.

K. Committee on Diversity Equity, Inclusion and Justice:

The Committee will be responsible for developing policies and initiatives that foster diversity, equity, inclusion and justice within MCACHE and recognizes the

contributions and supports the advancement of all from across the healthcare field, regardless of race, ethnicity, national origin, gender, religion, age, marital status, sexual orientation, gender identity, or disability.

Section 2: Participating Associates

Though non-ACHE affiliates may not be MCACHE members, they may participate in MCACHE events for a fee and from time to time, as ex-officio non-voting Committee members appointed by the MCACHE President because of their particular expertise. Participating associates may include individuals affiliated with important health related organizations in the region, a person who is a graduate or undergraduate in a health services management or business administration program, or an administrative resident/fellow who wishes to be involved with MCACHE.

Section 3: Other Committees

The MCACHE President, with the concurrence of the Board, may establish, specify duties, and appoint chapter members to other committees as may be deemed necessary or advisable for effective administration of the chapter.

ARTICLE IX – CONFLICT OF INTEREST

Section 1: General

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

Section 2: Disclosure of Conflict of Interest

Each nominee for a 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 Board for that purpose.

ARTICLE X – AMENDMENTS

Section 1: Amendments

The Bylaws may be altered or amended by two thirds vote of the MCACHE membership voting thereon.

Section 2: Review of Chapter Bylaws

Prior to enactment or modification by the membership, 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

MCACHE may be dissolved at any general meeting of the membership by a three-fourths-majority vote of voting members present, provided that 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: MCACHE Assets

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

ARTICLE XII – MISCELLANEOUS PROVISIONS

Section 1: Execution of Contracts

The President, President-elect, and Treasurer shall be authorized to enter into any contract or execute any instrument in the name of, and on behalf of, the organization, provided that such expenditures are either: (a) necessary to carry out the annual budget or amendments thereto as approved by the Board, or (b) less than \$10,000 if not budgeted. Any unbudgeted expenditures that are \$10,000 or greater shall require approval of the Executive Committee or Board 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 MCACHE 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 Board.

Section 2: Fiscal Year

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

Section 3: Effect of Bylaws

These Bylaws are in all respects subordinate to, and shall be controlled by, applicable provisions of the corporate laws (profit or non-profit) of the state in which it is incorporated (State), other applicable laws, and the Articles of Incorporation of MCACHE. Except as these Bylaws may be inconsistent with such laws and Articles of Incorporation, they shall regulate the conduct of the business and affairs of MCACHE with respect to all matters to which they relate.

Section 4: Indemnification

Each person who is or was a Board member, Officer, or member of any committee of the Corporation and each person who serves or has served at the request of the Corporation as a director, trustee, officer, committee member, partner, or agent of any other corporation, partnership, joint venture, trust or other enterprise may be indemnified by the Corporation to the fullest extent permitted by the non-profit corporation laws of the State as they may be in effect from time to time. The Corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to any agent or employee of the Corporation or any other person serving the Corporation to the fullest extent permitted under the laws of the State as they may be in effect from time to time. All indemnification that is provided pursuant to this Section shall be in excess of any other insurance, indemnification or assumption of liability that is available to such person, whether provided by this Corporation or otherwise. Any part of this Section 4 to the contrary notwithstanding, the Corporation shall not indemnify and shall not be required to indemnify any person for any liability, tax or expense to the extent such indemnification results in the imposition of tax under Section 4958 of the Internal Revenue Code. No rights of subrogation are intended to be created by this Section.

Section 5: Insurance

The Corporation may purchase and maintain insurance on behalf of any person specified in Section 4 against any liability asserted against and incurred by such person in any such capacity or arising out of such person's status, as described in Section 4 whether or not the Corporation would have power to indemnify such person against such liability under the laws of the State, provided that the Treasurer shall annually inform each Board member of the policy limits of insurance coverage and shall inform each Board member if at any time insurance coverage is canceled or not renewed. No rights of subrogation are intended to be created by this Section.

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