



## **CHAPTER BYLAWS**

Revised/Approved October 11, 2007  
Effective January 1, 2008

# COLORADO ASSOCIATION OF HEALTHCARE EXECUTIVES (CAHE)

## Chapter Bylaws

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## **BYLAWS**

of the *Colorado Association of Healthcare Executives* (CAHE), an independent chapter of the American College of Healthcare Executives

### **ARTICLE I – NAME**

#### **Section 1: Name.**

The name of the Chapter shall be the *Colorado Association of Healthcare Executives* (CAHE), and shall include, for purposes of uniformity, "an independent chapter of the American College of Healthcare Executives". Hereinafter in these bylaws it will be identified as the "Chapter". The American College of Healthcare Executives will be identified as "ACHE".

### **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; to promote professional interaction and communication among individuals with responsibility in the administration of health care facilities and agencies, to promote professional development in health care administration by providing a Chapter for authorities in health care related and management fields, to promote and encourage a social and fraternal atmosphere for its members, to promote interaction among its members and professional organizations as ACHE and other appropriate health or health related associations, to serve as a resource which assists in advancement, and to address and affect critical health care issues in Colorado and to address state and national issues as well.

#### **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 rendered to or for the benefit of the Chapter in meeting its purpose. All such payments shall be made in accordance with the Bylaws.

#### **Section 3: Organizational Identity.**

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

## **ARTICLE III – MEMBERSHIP**

### **Section 1: Eligibility.**

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 in accordance with the procedures of ACHE.

### **Section 3: Categories of Membership.**

Membership in this Chapter shall be with 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.**

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

### **Section 2: Nonpayment of Dues.**

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

## **ARTICLE V – MEETINGS OF MEMBERS**

### **Section 1: Meetings of Members.**

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

### **Section 2: Business Meetings.**

The Chapter shall conduct an annual business meeting and such other meetings of members as determined by the Chapter Board.

### **Section 3: Notice of Meetings.**

Written notice stating the place, day and hour of the meeting shall be delivered to each member of record entitled to vote at such meeting, not less than 5 or more than 60 days before the date of the meeting, by or at the direction of the president, or the secretary/treasurer.

**Section 4: Eligibility to Vote.**

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

**Section 5: Quorum.**

A quorum shall consist of a majority of the Chapter Board and a minimum of five (5) other active members.

**Section 6: Special Business Meetings.**

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

**Section 7: Educational and Networking Events:**

Educational and networking events shall be held no less than four (4) per annum. The meeting place shall be determined by the Chapter Programs Committee. Prior notification as to the agenda and content of the meeting will be made available to the members in advance no less than 14 days before each meeting. Meetings will be moved to different locations in order to accommodate the needs of members located in different geographical areas of the State. Event registration fees shall be determined by the Programs Committee to cover food, beverage, charge card fees, room rental fees and any other costs associated with the event. An assessment equal to the published event registration fee for all Chapter sponsored-meetings may be assessed against members who register and do not show, or who do not cancelled reservations for such meetings by the published registration deadline.

**ARTICLE VI – CHAPTER BOARD OF DIRECTORS****Section 1: Administration.**

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

**Section 2: Board Composition.**

The Chapter Board shall consist of at least four (4) elected Officers as specified in Article VI, Section 10 and at least five (5) Directors appointed by the President as specified in Article VI, Section 11. In addition, any Regent of ACHE who is a member of the Chapter shall be an ex-officio, voting member of the Chapter Board.

**Section 3: Eligibility of Officers.**

Officers must be members of the Chapter who have completed at least one term as a Director.

**Section 4: Eligibility of Directors.**

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

**Section 5: Chapter Board Meetings.**

Regular meetings of the Chapter Board shall be held at least three (3) 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.

**Section 6: Notice.**

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

**Section 7: Quorum.**

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

**Section 8: Action of the Chapter Board.**

Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the act of a majority of those Directors present in person at a meeting, teleconference call or by other electronic means at which a quorum is present, shall be the action of the Chapter Board. The Chapter Board may not vote by proxy. In the event of a tie vote, the Chapter Board President shall break the tie.

**Section 9: Term of Office.**

The elected Officers terms of office shall commence on January 1st and shall continue for a period of two years, or until replaced by a subsequent election. Directors shall be appointed for one-year terms commencing on January 1<sup>st</sup> and shall be staggered such that no more that one half of the Directors shall commence their terms on the same date. Directors and Officers may not serve consecutive terms. In the event of an Officer vacancy, the Chapter Board shall appoint an eligible member to fulfill the remainder of the term.

**Section 10: Chapter Officers.**

The Chapter shall have four (4) Chapter Officers voted upon by the membership. These officers include:

**10.1. President.** The Chapter President is the lead officer of the Chapter and is responsible for calling and presiding at Chapter Board meetings as well as providing direction and coordination to other officers, members of the Chapter Board and members of the Chapter. The President also serves as the Chapter liaison with ACHE.

**Responsibilities:**

- (1) Monitors the progress of Chapter goals and objectives as set forth in the Chapter strategic plan.
- (2) Stay current with all new ACHE information and policies and coordinate the dissemination of this information to chapter members who are ACHE affiliates.
- (3) Serve as the primary spokesperson for the Chapter within their community and as a liaison with ACHE.
- (4) Conduct meetings, formulate ideas and delegate responsibility.
- (5) Communicate effectively on all levels and seize any opportunity to positively represent the organization at meetings or social functions that would benefit the Chapter and/or ACHE.
- (6) Uphold the Chapter's policies and procedures handling problems, and address issues among chapter members.
- (7) Prepare and communicate a final written report of the year's activities, which includes recommendations for the following year.
- (8) Inform ACHE of upcoming programs/recruitment efforts as requested by Regional Services staff.
- (9) Ensure all Chapter policies and procedures are clear and communicated to all members.
- (10) Plan and work on the annual budget.
- (11) Serve as a full voting member of the board and advise various committees, as assigned.

**10.2. Vice President.** The Chapter Vice President shall substitute for the Chapter President in his or her absence or inability to serve.

**Responsibilities:**

- (1) Assume the office of the President if the office becomes vacant for any reason.
- (2) Seek new Chapter members.
- (3) Lead the development or renewal of the Chapter multi-year plan.
- (4) Serve as a full voting member of the Board and advise various committees, as assigned.
- (5) Conduct meetings, formulate ideas, and delegate responsibility.
- (6) Communicate effectively on all levels and seize any opportunity to positively represent the organization at meetings or social functions that would benefit the Chapter and/or ACHE.
- (7) Oversee the Chapter election process to include the identification of candidates, notification to the membership, and the formal election/voting process.

**10.3. Treasurer.** The Treasurer acts as the chief financial officer of the Chapter and manages all of the cash, bank accounts and financial records for the Chapter. This includes recording and depositing program fees, issuing and signing checks for approved expenses and obtaining the signature of a co-signer, preparing regular financial reports, filing and reports required by federal or state government, ensuring that annual budgets are prepared and monitored and obtaining audits, as required.

**Responsibilities:**

- (1) Maintain accurate records of the Chapter's financial status.
- (2) Deposit all money received by the Chapter in the Chapter's accounts.
- (3) Pay all bills approved by the Chapter's board of directors.
- (4) Review the financial status of previous years while drafting the annual budget.
- (5) Audit or review records annually and upon departure from office.
- (6) Provide detailed report of fiscal accounts and contacts to be forwarded to the next treasurer.
- (7) Work with committees to identify non-dues sources of revenue.
- (8) Submit quarterly financial reports and annual financial report to the board of directors for review.
- (9) Help prepare annual budget.
- (10) Coordinate collection of yearly dues from all members and follow-up on delinquent membership dues.
- (11) Serve as a voting director of the board and advise various committees, as assigned.
- (12) Establish Chapter checking account and obtain pertinent signature cards and resolution in appropriate institution per Chapter policy.
- (13) Assure that all receipts and disbursements are recorded consistent with the appropriate accounting conventions currently in practice.
- (14) Assure that the treasurer is appropriately bonded.

**10.4. Secretary.** The Secretary is the officer who maintains the records for the organization. Duties generally include: taking minutes at regular and special Chapter Board meetings, sending out meeting notices and agendas accompanied by minutes – preferably two weeks in advance of Chapter board meetings and maintaining an official board book binder of all documents relating to official meetings (meeting notices, agendas, minutes, any materials given to board members, treasurer's report, committee reports, program reports, etc.).

**Responsibilities:**

- (1) Record minutes of all Chapter meetings and distribute a copy of the minutes to the board of directors within two weeks of each meeting.
- (2) Maintain an ongoing record of minutes and other official documents of the Chapter and convey these records to his/her successor.
- (3) Responsible for all official Chapter communication to chapter members i.e. notification of upcoming events changes in Bylaws, new officers, newsletters,

membership fees, etc.

(4) Assists Vice President with elections as per the Chapter Bylaws.

(5) Serve as a full voting member of the board and advise various committees, as assigned.

### **Section 11: Chapter Directors.**

The Chapter shall have six (6) Directors appointed by the President to serve one-year terms. Additional Director positions may be created by the President with the approval of the board of directors. The Immediate Past President will be retained on the Chapter board to provide continuity and the ACHE Colorado Regent shall be an ex-officio, voting member of the Chapter Board.

**11.1. Members-at-Large.** There shall be four (4) members-at-large appointed to represent their geographical areas of the State. The Members-at-Large will represent the following geographical regions: 1) I-25 Corridor, 2) Southern Colorado, 3) Western Colorado, and 4) Northern Colorado.

**11.2. Chief Executive Officer/Chief Operating Officer (CEO/COO) Liaison.**

**11.3. Military/Veteran's Administration (Military/VA) Liaison.**

#### **Director Responsibilities:**

(1) Maintain an active contact listing of current Chapter members and healthcare executives who are non-members in their areas of responsibility (AOR).

(2) Maintain communication with Chapter members and non-members and notify them of upcoming education and networking events, business meetings, and Chapter activities.

(3) Promote ACHE membership among Chapter members who are not ACHE affiliates and throughout their AOR.

(4) Execute Chapter goals and objectives as set forth in the Chapter strategic plan.

(5) Communicate effectively on all levels and seize any opportunity to positively represent the organization at meetings or social functions that would benefit the Chapter.

(6) Attend Board meetings as required.

(7) Serve as a full voting member of the board and advise various committees, as assigned.

(8) Assist in gaining information for the Chapter newsletter concerning Chapter members in their AORs.

**11.4. Immediate Past President.** The Past President is generally the most knowledgeable leader an organization has. This individual provides answer as to why certain decisions were made or policies adopted, and offers counsel to the new president as needed.

**Responsibilities:**

- (1) Serves as a full voting director on the board and advises various committees, as assigned.
- (2) Serves in an advisory capacity on other committees and perform duties as delegated by the president and/or board of directors.
- (3) Remains on board of directors in an advisory capacity for new directors.

**11.5. Colorado ACHE Regent.**

The Colorado Regent serves on ACHE's Council of Regent's, which is the primary advisory body to ACHE's Board of Governor's. The Regent represents ACHE affiliates in the State of Colorado. The Regent serves as a liaison to healthcare executive groups including the State Chapter, women's healthcare executive networks, and state and local hospital associations. The Regent shall be an ex-officio, voting member of the Chapter Board.

**Section 12: Student Liaisons.**

Students representing the various healthcare administration programs in the State shall be appointed by the President to represent their specific college/university.

**Responsibilities:**

- (1) Maintain an active contact listing of current Chapter student/faculty members and students/faculty who are non-members in their respective College/University.
- (2) Maintain communication with Chapter student/faculty members and non-student/faculty members and notify them of upcoming education and networking events, student events, and Chapter activities.
- (3) Encourage new student/faculty membership and membership renewals.
- (4) Assist with the execution of Chapter goals and objectives as they relate to Student activities/programs as set forth in the Chapter strategic plan.
- (5) Communicate effectively on all levels and seize any opportunity to positively represent the organization at meetings or social functions that would benefit the Chapter.
- (6) Attend Board meetings as required.
- (7) Assist in gaining information for the Chapter newsletter concerning Chapter members in their College/University.
- (8) Student Liaisons serve as advisors and are non-voting members of the board of directors.

**ARTICLE VII – ELECTIONS****Section 1: Elections for Officers of the Chapter Board.**

Chapter Officers shall be elected every two years. The current Vice President shall oversee the election process. The election process for the upcoming year shall commence early October of the preceding year with the appointment of a Nominating Committee. The Nominating Committee shall solicit nominations for the vacating officer positions. Any chapter member may place his or her name in nomination as an officer by submitting his/her name in writing. Chapter

officers shall be elected by electronic ballot, distributed to the voting membership by mid/end-November. If there is only one candidate for an office, the Chapter Board President shall call for election of the candidate by acclamation. When there are two or more candidates for an office, a majority vote of members shall constitute an election. The results of the election will be announced in December.

## **ARTICLE VIII – COMMITTEES**

### **Section 1: Administration.**

The Chapter President may, with the concurrence of the Chapter Board of Directors, establish, specify duties, and appoint chapter members to serve as committee chairs and members as deemed necessary or advisable for effective administration of the Chapter. Members may serve one-year appointments on such committees and may be re-appointed.

### **Section 2: Standing Committees.**

There shall be seven (7) standing committees: Programs Committee, Membership Committee, Marketing/Public Relations Committee, Sponsorship Committee, Advancement Committee, Nominations Committee and the Audit Committee.

#### **2.1. Programs Committee:**

- Develop the education and networking programs of the Chapter and identify key issues/topics to be addressed.
- Select, invite, and follow up with health administration faculty at the various colleges/universities to ensure their participation.
- Research sites for events and follow through on all of the obligations of the contract made with the site at which the program will be held.
- Arrange and call all meetings of the committee members.
- Create and communicate a budget for the Programs Committee.
- Coordinate various committee members/volunteers to ensure assigned tasks are completed successfully.
- Coordinate/conduct education needs survey of the Chapter.
- Maintain records of all events to report to ACHE for Chapter records.
- Create promotional pieces to publicize event and registration forms.
- Assist with the execution of Chapter goals and objectives as they relate to membership/retention as set forth in the Chapter strategic plan.
- Communicate effectively on all levels and seize any opportunity to positively represent the organization at meetings or social functions that would benefit the Chapter.
- Attend Board meetings as required.
- Assist in providing information for the Chapter newsletter regarding past and upcoming programs.

#### **2.2. Membership Committee:**

- Provides leadership to the Chapter Board in developing ACHE recruitment

- and retention activities, and evaluating member satisfaction.
- Promote the Chapter and ACHE to area healthcare executives and students.
- Promote and market ACHE membership to non-ACHE affiliates and throughout the Chapter's geographical area.
- Assist with the execution of Chapter goals and objectives as they relate to membership/retention as set forth in the Chapter strategic plan.
- Communicate effectively on all levels and seize any opportunity to positively represent the organization at meetings or social functions that would benefit the Chapter.
- Attend Board meetings as required.
- Assist in providing information for the Chapter newsletter regarding membership.

### **2.3. Marketing/Public Relations Committee:**

- Develops and implements timely communication plans that effectively informs Chapter members and the local healthcare community about upcoming chapter events.
- Publishes chapter communications vehicles such as the quarterly Chapter newsletter and maintains/update the Chapter website.
- Publicizes to the membership educational and networking events.
- Develops annual communications public relations calendar and budget.
- Researches most effective tools to communicate to chapter members.
- Publicizes Chapter involvement in local community via Chapter newsletters or local newspaper when appropriate.
- Communicate effectively on all levels and seize any opportunity to positively represent the organization at meetings or social functions that would benefit the Chapter.
- Attend Board meetings as required.

### **2.4. Sponsorship Committee:**

- Identify, contact and follow-up on potential corporate sponsors.
- Commit to help corporate partners meet their marketing objective(s).
- Integrate corporate partners into the Chapter through individual membership and professional development.
- Obtain financial contributions to enhance the Chapter's programs, products and services to Chapter members.
- Encourage corporate partners to participate in Chapter education and networking events. This exchange provides a valuable perspective and a unique opportunity to educate each other as we work together to improve healthcare delivery overall.
- Encourage corporate partners to present educational programs at the local level.
- Encourage corporate partners to sponsor special gatherings that provide Chapter members/attendees with additional opportunities to network with other attendees.
- Communicate effectively on all levels and seize any opportunity to positively represent the organization at meetings or social functions that would

- benefit the Chapter.
- Attend Board meetings as required.
  - Assist in providing information for the Chapter newsletter and Chapter website regarding corporate sponsorship.

### **2.5. Advancement Committee:**

- Actively seek and advance new members for the Chapter and affiliates for ACHE.
- Creates annual advancement plan to advance affiliates within ACHE.
- Works closely with ACHE Division of Membership to identify member's needs for advancement and provides resources (BoG study groups, identification of Fellows for required interviews/references, identification of CAT I and CAT II hours in the local area).
- Assist with Programs Committee on identifying programs for CAT I and CAT II continuing education hours.
- Conduct at least two ACHE Advancement Information Sessions (AIS) per year in conjunction with a Chapter education and networking event.
- Communicate effectively on all levels and seize any opportunity to positively represent the organization at meetings or social functions that would benefit the Chapter.
- Attend Board meetings as required.
- Assist in providing information for the Chapter newsletter and Chapter website regarding advancement in ACHE.

**2.6. Nominating Committee.** The nominating committee shall consist of the two current Chapter Officers, one member appointed by the Chapter Board and any Regent of ACHE who is a Chapter member shall be an ex officio, voting member. The Nominating committee shall follow the election process defined in Article VII of the Chapter Bylaws.

**2.7. Audit Committee.** The audit committee shall consist of two chapter members appointed by the Chapter Board. The audit committee shall arrange and supervise an annual audit of the Chapter in accordance with generally accepted accounting principles and practices.

### **Section 3: Other Committees.**

The Chapter President may, with the concurrence of the Chapter Board of Directors, establish, specify duties, and appoint chapter members to other committees as may deemed necessary or advisable for effective administration of the Chapter. Members may serve one year on such committee and may be reappointed.

### **Section 4: Local Program Councils.**

The Chapter Board may create, establish terms, and appoint chapter members to local program councils. Such councils shall conduct such chapter business within a geographic area of the Chapter territory as determined by the Chapter Board, including arranging and sponsoring educational and networking events.

## **ARTICLE IX – CONFLICT OF INTEREST**

### **Section 1: General.**

The Chapter Officers and board members 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.

## **ARTICLE X – AMENDMENTS**

### **Section 1: Amendments.**

The Bylaws may be altered or amended by majority vote of the Chapter Board

### **Section 2: Review of Chapter Bylaws.**

Prior to enactment or modification, Chapter Bylaws will be reviewed and approved by ACHE in accordance with existing policies and procedures. ACHE and the Chapter shall maintain a record of all revisions to the Bylaws, including effective dates.

## **ARTICLE XI – DISSOLUTION**

### **Section 1: Dissolution of the Chapter.**

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

### **Section 2: Chapter Assets.**

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

## **ARTICLE XII – MISCELLANEOUS PROVISIONS**

### **Section 1: Execution of Contracts.**

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

### **Section 2: Fiscal Year.**

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

### **Section 3: Effect of Bylaws.**

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

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Mark J. Stevenson, FACHE  
President, CAHE

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David L. McCloy, FACHE  
Vice President, CAHE

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Michael H. Currey, FACHE  
Treasurer, CAHE

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Daksha Ranade  
Secretary, CAHE