

ACHCA BY-LAWS

(July 8, 2008)

Preamble

These By-laws are an extension of the Articles of Incorporation of the American College of Health Care Administrators which Articles are pursuant to the Laws of the District of Columbia, the place wherein the American College of Health Care Administrators is incorporated.

Article I. Name, Pledge, and Objectives

Section 1. Name

The name of the corporation is the American College of Health Care Administrators, referred to hereafter as ACHCA.

Section 2. Pledge

The officers and members of ACHCA subscribe to the Code of Ethics and pledge to honor always and in all circumstances the human dignity of the persons entrusted to their care and to strive continuously and relentlessly to meet the total needs of the person by caring for the individual as a total being and to hold above all other considerations the sacred trust reposed in them by the aging, the infirm, the ill, and the disabled.

Section 3. Objectives

The objectives of ACHCA shall be to establish and maintain an organization composed of health care administrators and others who have a substantial interest in the practice of health care and/or residential care administration who through this organization shall accomplish the following:

- a) To develop and maintain educational programs for health care administrators that will enable them to improve the quality of life for those needing services throughout the continuum of health care.
- b) To assist in developing curricula for educational programs in health care administration at universities and other educational institutions.
- c) To assist in educating health care administrators by collecting and disseminating information.
- d) To serve the public by always advancing the quality of resident/patient care in health care facilities to the highest possible level.
- e) To encourage dialogue among entities and organizations throughout the continuum of care in order to promote individual administrator professionalism and public confidence.

Article II. Membership

Classes of membership shall be:

- 1) Full member of ACHCA, including (a) Senior Retired;
- 2) Associate member; and
- 3) Affiliate member; and
- 4) Student member.

Each class of membership shall be under such terms and conditions as the Board of Directors may direct. All members of ACHCA shall be de facto members of a chapter(s). The membership year shall be determined by the

Board of Directors. Members may select a change in membership category at any time if they meet the category requirements.

Section 1. Full Membership

Full membership in ACHCA shall be limited to persons who, by training or experience, are qualified to administer a health and/or residential care facility, or who have a substantial interest in the practice of health and/or residential care administration. Full members are eligible to vote and serve on national committees and/or task groups as provided by these By-laws. Qualifications for Full members shall include such other general criteria as established by the Board of Directors.

- a) Senior Retired membership is available to Full members or Fellows who have retired from administering health and/or residential care facilities and who are 65 years of age and who have been Full members of ACHCA for at least 15 years. A Senior Retired member shall have all rights and privileges of Full members.

Section 2. Associate Membership

Allied health professionals and providers of health care products and services may become Associate members. They may not hold office or vote. They are eligible for benefits of membership as determined by the Board of Directors.

Section 3. Affiliate Membership

Providers of products and services, and other organizations, may become Affiliate members of ACHCA. Affiliate membership is held by the organization itself, rather than the individual. The Affiliate member organization may designate representatives who cannot vote, hold Office or serve on the Board of Directors, but may serve on national committees and/or task groups.

Section 4. Bridge Membership

The Bridge Membership is available to individuals who have completed their educational training or are in an Administrator-In-Training program. This membership category is to assist these persons with their transition into becoming a Full Member. Bridge memberships are available for one (1) year at a dues rate that is less than a Full membership. Bridge members cannot vote, hold Office or serve on the Board of Directors, but may serve on national committees and/or task groups.

Section 5. Student Membership

Student membership is available to those individuals enrolled in a health care structured course in an educational institution and are not currently employed in the field of health care administration or are in a pre-licensure training program. Annual verification will be required to attest to this involvement. Student members cannot vote, hold Office or serve on the Board of Directors, but may serve on national committees and/or task groups.

Section 6. Professional Advancement

- a) Fellow is the highest attainment in ACHCA membership. A Full member may, at her/his discretion, submit a written request to national office to determine her/his eligibility for advancement to Fellow. Qualifications for Fellows shall include:
 - i. The candidate must have been a Full member in good standing for at least two years.
 - ii. She/he must have completed at least four years of acceptable training beyond high school, or the equivalent at the discretion of the Board of Directors.
 - iii. She/he must give evidence of:
 - a) service beyond the ordinary demands of her/his position.
 - b) continued adherence to the criteria for membership.
 - iv. She/he must in all other respects meet the requirements prescribed by the Board of Directors.

- v. She/he must obtain the required minimum number of points in the overall evaluation as required by the Board of Directors.
- b) Fellow Emeritus status is a lifetime award and may only be conferred by the Board of Directors on an individual who is retiring from active participation in the field of health care, has attained the status of Fellow of ACHCA, and has rendered distinguished service to the profession and ACHCA. Fellows Emeritus shall pay no dues and shall have all rights and privileges of Full members.
- c) Honorary Fellowship is a lifetime award and may only be conferred by the Board of Directors upon one individual per year who must have demonstrated distinguished service in health care or related fields. Honorary Fellowship is to be presented at Convocation. Honorary Fellows shall pay no dues and shall be ineligible to vote or hold office.
- d) Certification ACHCA's Professional Certification Programs are offered to members and non-members in Assisted Living, and Nursing Home Administration. Certification is a voluntary program which allows experienced and practicing administrators to demonstrate their knowledge, judgment skills and abilities; and recognizes administrators and/or managers who have achieved this higher standard. Those that have achieved Certification may use the applicable initials such as CALA, CAS, CNHA after their names.

Section 7. Dues, Assessments, Fees, and Penalties

a) Dues and Special Dues Assessments

- i. The Board of Directors has the authority to increase the dues for any category of membership up to the annualized U.S. Consumer Price Index (CPI) as of December 31 of the prior year. Any increase over the U.S. CPI for Full members dues requires approval by a majority of the Full members present and voting at the annual membership meeting at Annual Convocation or a special meeting of ACHCA. All dues shall be non-refundable. The membership shall be advised of proposed changes in the dues structure over the CPI increase for Full members dues at least thirty [30] days prior to the annual membership meeting Annual Convocation or a special meeting of ACHCA, including the effective date of the change. A portion of the national dues collected shall be distributed to each Chapter. A uniform amount of these dues portions will be applied to each Chapter in quarterly installments. The portion shall not be less than twenty-five dollars (\$25.00) per Full and/or Associate member annually. The Board of Directors shall determine the non-refundable national dues for all other member types, the method of payment for all member types, and a grace period during which membership will not be terminated for nonpayment of dues. If payment is not received by the end of the grace period, the membership shall be terminated and the individual shall be notified by the Chief Executive Officer.
- ii. Special dues assessments shall be determined by a majority of Full members present and voting at the annual membership meeting at Annual Convocation or a special meeting of ACHCA and shall be non-refundable. The membership shall be advised of a proposed special dues assessment for Full members at least thirty (30) days prior to the annual membership meeting at Annual Convocation or a special meeting of ACHCA, including the date it would become effective. Honorary Fellows and Fellows Emeritus are exempt from all dues and special dues assessments.
- b) **Fees.** There shall be fees paid to ACHCA upon application for admission, reinstatement, advancement, and other changes of status. The amounts of such fees shall be determined by the Board of Directors.
- c) **Arrears.** Members are in arrears when their financial obligations to ACHCA have not been satisfied by the due date. Dues are payable on or before the first day of the membership year.
- d) **Penalties.** The Board of Directors may at its discretion, from time to time, establish or rescind penalties to be applied to members who have failed to satisfy any financial obligations due to ACHCA by the member.

- e) **Delinquency** A member becomes delinquent when she/he has failed to satisfy all her/his financial obligations to ACHCA within the grace period as established by the Board of Directors. Upon termination, the member shall refrain from displaying any and all copies of certificate(s) of membership and shall not use designations such as Fellow of ACHCA.

Section 8. Termination of Full Membership

- a) A Full member may resign at any time by submitting a letter of resignation to the national office with the effective date or by not renewing her/his membership. She/he shall refrain from displaying any and all copies of certificate(s) of membership and shall not use designations such as Fellow of ACHCA. Such resignation shall not relieve the member of the obligation to pay any unpaid fees, dues, assessments, or other charges.
- b) Membership is subject to termination for violation of state administrator licensing regulations, conviction for a criminal offense, or any other actions which in the opinion of the Board of Directors have been detrimental to the best interests of ACHCA. No such termination of membership shall be effected without affording a reasonable opportunity for the member to consider the charges and to appear in her/his defense before the Board of Directors or its designated hearing committee. The procedures for initiation, notification, and conduct of such hearings shall be adopted by the Board of Directors.
- c) A member who has resigned or retired, or whose membership has been terminated, may apply for reinstatement. Such application shall be processed in the same manner as an original application except that the level of reinstatement may or may not be at the same level as when the individual's membership was terminated.
- d) A member, upon conviction of a felony in a court of law, appeals notwithstanding, shall be suspended for such period of time as determined by the Board of Directors.
- e) Upon recommendation and approval by the Board of Directors, other disciplinary action may be initiated including, but not limited to, censure, reprimand, removal from committees or office, etc., for violations of the Code of Ethics and/or respective state administrator licensing regulations.

Article III. Voting, Nominations and Elections

Section 1. Voting Rights

All Full members shall be entitled to one (1) vote.

Section 2. Voting

- a) All voting on any proposition shall be decided by majority vote unless otherwise set forth in these By-laws. Members voting at a membership meeting may only vote if they are present in person.
- b) All voting for the election of Directors, District Directors, Academic Director and Nominating Committee shall be accomplished by mail ballot sent via U.S. mail or by any electronic means from the national office sixty (60) days in advance of the annual membership meeting at Annual Convocation to voting members. Unless the Board of Directors has otherwise directed for a specific mail or electronic ballot, all mail or electronic ballots will be collected and tabulated by an outside agency appointed by the President. Official results will be announced at Annual Convocation and then to the membership. Candidates to such positions will be notified immediately after tabulation of the election results.

Section 3. Eligibility of Directors, Academic Director, District Directors and Officers

- a) Directors. All ACHCA full members in good standing for a minimum of two (2) years may hold the position of Director.
- b) Academic Director. The Academic Director must be an ACHCA Full Member in good standing, and be faculty or supervising faculty of health care administration in an institution of higher learning.
- c) District Directors. All ACHCA full members in good standing for a minimum of two (2) years may hold the position of District Director.
- d) Officers. Candidates for election to Officer positions must be certified fellows and have completed at least one (1) year, on the ACHCA Board from installation, which need not be the current year. Eligibility must be determined by the Nominating Committee and made ninety (90) days prior to the annual membership meeting at Annual Convocation. No individual is eligible for election to such office, or may serve in any elected national office of ACHCA while she/he is serving as an elected officer of a national association which has as its principal concern health care facilities or health care administration.

Section 4. Nominations

Each year, the Nominating Committee will notify and solicit the membership for those open positions on the Board of Directors. The Nominating Committee shall prepare a list of qualified candidates for each position and place their names on the mail or electronic ballot.

Section 5. Election: Officers

- a) Each year no later than the end of the first day of Annual Convocation, the members of the current Board of Directors shall elect, by majority vote, a Chair, Vice Chair, and Secretary/Treasurer of the Board of Directors from a list of qualified candidates prepared by the Nominating Committee. When there are more than two (2) candidates running for the same office and a majority vote has not been established, the candidate receiving the lowest number of votes is removed from the next ballot.
- b) The consent of the nominees having been obtained, the Nominating Committee will prepare a list of qualified candidates. The current Chair will conduct an election of officers at a session of the current board no later than the end of the first day of Annual Convocation.

Section 6. Election of Directors

- a) Not more than sixty (60) days preceding the annual membership meeting at Annual Convocation, the voting members shall be sent a mail ballot or an invitation to vote electronically, in accordance with rules established by the Board of Directors, for the purpose of electing eligible members as confirmed by the Nominating Committee to fill vacant positions. Election for Directors shall be by plurality vote. In the event of a tie vote in an election, the tie will be broken by a vote of the members present and voting at the annual membership Business Meeting at Annual Convocation. Directors shall be elected for three-year staggered terms and shall take such office at the close of Annual Convocation.
- b) Nothing contained in these By-laws providing for the election of Directors, or contemplating any function or activity of these Directors, shall be construed in any way to constitute such Directors as agents of ACHCA. Neither shall such Directors in any way be individually empowered or authorized to bind or obligate ACHCA, nor shall any act or omission of any Director individually, their agents, or employees serve to impose any liability of any kind or character on the part of ACHCA.

Section 7. Selection of District Directors

- a) Not less than sixty (60) days before the annual membership meeting at Annual Convocation, each District, as defined in Article V, Section 1, that has an open District Director position shall present the name of their proposed member to the Nominating Committee for confirmation of eligibility to serve as District Director.
- b) The Nominating Committee will confirm or disqualify the member proposed from the District. If the member proposed by the District is confirmed, the Nominating Committee will present the individual to the Board of Directors as a District Director. If the Nominating Committee disqualifies the proposed member, the member will not be presented to the Board and the District will be notified in a timely manner.
- c) If a District does not appoint a qualified candidate to the Nominating Committee sixty (60) days prior to the annual membership meeting at Annual Convocation, the Chair will appoint a qualifying individual from the District as District Director.
- d) Nothing contained in these By-laws providing for the selection of District Directors, or contemplating any function or activity of District Directors, shall be construed in any way to constitute such District Directors as agents of ACHCA. Neither shall such District Directors in any way be individually empowered or authorized to bind or obligate ACHCA, nor shall any act or omission of any District Directors individually, their agents, or employees serve to impose any liability of any kind or character on the part of ACHCA.

Section 8. Election of Academic Director

- a) Not more than sixty (60) days preceding the annual membership meeting at Annual Convocation, the voting members shall be sent a mail ballot or an invitation to vote electronically, in accordance with rules established by the Board of Directors for the purpose of electing an eligible candidate as confirmed by the Nominating Committee to fill the vacant Academic Director position. Election for the Academic Director shall be by plurality vote. In the event of a tie vote in an election, the tie will be broken by a vote of the members present and voting at the annual membership Business Meeting at Annual Convocation. The Director shall be elected for a three-year term and shall take such office at the close of Annual Convocation.
- b) Nothing contained in these By-laws providing for the election of the Academic Director, or contemplating any function or activity of this Academic Director, shall be construed in any way to constitute such Academic Director as agents of ACHCA. Neither shall such Academic Director in any way be individually empowered or authorized to bind or obligate ACHCA, nor shall any act or omission of any Academic Director individually, their agents, or employees serve to impose any liability of any kind or character on the part of ACHCA.

Section 9. Election: Nominating Committee

Not more than sixty (60) days preceding the annual membership meeting at Annual Convocation, the voting members shall be sent a mail ballot or an invitation to vote electronically, in accordance with rules established by the Board of Directors, for the purpose of electing members to the Nominating Committee by plurality vote. The Immediate Past Chair of the ACHCA Board of Directors will serve as the chairperson of the Nominating Committee for a one-year term.

Candidates for election to the Nominating Committee must be ACHCA Certified Fellows and members in good standing.

ARTICLE IV. STRUCTURE

The organizational structure shall consist of a National Board of Directors with four (4) Officers, six (6) Directors at Large, six (6) District Directors, and one (1) Academic Director.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall consist of the Chair of the Board of Directors, Vice Chair, Immediate Past Chair, Secretary/Treasurer, six (6) Directors elected at large, six (6) Directors elected from defined geographical/membership numbers areas, and one (1) Academic Director. Only Full Certified Fellows shall serve as officers on the Board and only ACHCA Full members in good standing for a minimum of two-years may serve as Directors. At least one (1) individual elected as an At Large Director of the ACHCA Board of Directors each year shall be a Full Certified Fellow to maintain a minimum of three (3) Certified Fellows, in addition to Board Officers, on the ACHCA Board of Directors at all times. The President/Chief Executive Officer shall be selected by and serve at the pleasure of the Board of Directors in an ex-officio, nonvoting capacity.

Section 2. Term - Directors

The term of office for Directors shall be three years. Directors will serve three-year staggered terms. The term of office of the Directors, shall commence at the close of Annual Convocation at which she/he is installed. After having served two consecutive three year terms, Directors may run for an additional board term only after a three-year hiatus from board service. The term of election for Academic Directors shall be three (3) years. After having served two (2) consecutive three (3) year terms, Academic Directors may be elected for additional terms only after a three (3) year hiatus from board service.

Section 3. Vacancies - Directors

If a Director resigns, dies, is removed from office, is elected as Secretary/Treasurer, Vice Chair, or Chair, or ceases to be a Full member, her/his position shall be considered vacant and shall be filled by appointment by the Chair of the Board for the balance of the term.

Section 4. Duties

The Board of Directors shall be responsible for the strategic planning of ACHCA, shall generally manage the funds, property and affairs of ACHCA as a policy making board, and shall have further duties:

- a) To establish committees and to promulgate regulations and procedures for such committees and to confirm appointments made by the Chair of the Board to all committees.
- b) To adopt organizational policies.
- c) To grant Honorary Fellowships, Fellows Emeritus, Full, Senior Retired, Affiliate, and Student memberships, and to bestow special awards.
- d) To accept, on behalf of ACHCA, grants, contributions, gifts, bequests, or devices to further the objectives of ACHCA.
- e) To adopt regulations concerning the admission and advancement of members within the requirements of these By-laws.
- f) To discipline any Full member for unbecoming conduct, violation of the Code of Ethics, or for non-conformance with the provisions of these By-laws, in accordance with the Code of Ethics due process procedures that have been adopted by the Board of Directors.

- g) To authorize any officer or agent of ACHCA to enter into any contract or execute and deliver any instrument in the name and on behalf of ACHCA. All checks, drafts, and orders for payment of money, notes, or other indebtedness shall be signed by such officer(s), or agent(s) of ACHCA and in such a manner as shall be determined and authorized from time to time.
- h) To determine that certain officers or agents of ACHCA, in performance of their duties, shall furnish fiduciary liability insurance, fix the amount of the fiduciary liability insurance, and designate the surety or sureties which are acceptable, the expense of such fiduciary liability insurance to be paid by ACHCA.
- i) To act in an oversight and liaison capacity to specified chapters as determined by the Board, with specific responsibility to assist those chapters with development and related activities: and to report those activities to the Board, and ensure that Chapter Presidents fulfill their reporting responsibilities, as outlined in the By-laws, by reporting to the Board through the designated Director.
- j) To perform any acts and functions appropriate to the Board which are not inconsistent with these By-laws.

Section 5. Removal from Office – Directors

The office of Director shall be declared vacant by the remaining members of the Board of Directors when the incumbent is inexcusably absent for two successive Board meetings. Should the Board find that due cause exists, it shall remove a Director by a two-thirds vote of those Board members voting at a duly constituted meeting. In such an event the Board shall appoint an eligible member- for the remainder of the term. In making the appointment consideration is given to those candidates from the prior slate. She/he shall be eligible for election to a full term.

Section 6. Disclosure

Each member of the Board of Directors is required to fully disclose any business or professional circumstance which could form the basis for a conflict of interest to her/his position as a member of the Board or the basis for a consanguine relationship with a third party which has a potential contract being considered by the Board. The Board shall consider such disclosures and take appropriate action, which includes but is not restricted to:

- a) acknowledgment of the disclosure and approval of the circumstances and/or relationship disclosed.
- b) require the Board member to abstain from voting on certain issues that come before the Board.
- c) require the Board member to take appropriate action to eliminate the basis for conflict of interest or consanguine relationship, or resign from the Board. Failure to fully disclose circumstances or relationships as required in Section 6 of this Article is cause for removal from office as provided for in Article VI, Section 5 of these By-laws.

Section 7. Meetings

- a) The Chair of the Board of Directors shall call regular meetings of the Board of Directors on an as-needed basis.
- b) Special meetings of the Board of Directors shall be called by the Chair of the Board of Directors to be held within 30 days after having been petitioned by at least five members of the Board of Directors or at any time at her/his prerogative. Such a meeting shall convene in the area of the national office if specified by the petitioners. A minimum of two weeks' notice shall be provided. If, for any reason, the Chair of the Board fails to issue the call for the meeting within 14 days after being petitioned, the Chief Executive Officer is directed to issue a call.
- c) Teleconferences may be held at the request of the Chair of the Board of Directors and require at least 24 hours' notice.
- d) A quorum for all meetings of the Board of Directors shall be seven (7) of the members thereof.
- e) All roll call votes shall be recorded and published in the official ACHCA member publication, and a yearly summary of these votes shall be published and provided to members attending the Annual Convocation.

Section 8. Compensation

No member of the Board of Directors shall receive remuneration for her/his services but may be reimbursed for travel and other out-of-pocket expenses incurred in discharging the official duties of ACHCA in accordance with the policy established by the Board of Directors.

ARTICLE VI. OFFICERS

Section 1. Composition

The officers of ACHCA shall be Chair of the Board of Directors, Vice Chair, Immediate Past-Chair, Secretary/Treasurer, and President/Chief Executive Officer. The President/Chief Executive Officer shall be selected by and serve at the pleasure of the Board of Directors in an ex-officio, nonvoting capacity.

Section 2. Term

The officers elected by the board, shall be Full Certified Fellows.; The Chair, Vice Chair, and Immediate Past-Chair shall serve one-year terms, and may not serve more than two consecutive one year terms in such respective office, but may thereafter serve again in such office after at least a one year hiatus. If an individual is elected to a second one-year term as Chair, the individual serving as Immediate Past Chair shall automatically serve a second one-year term as Immediate Past Chair. The Secretary/Treasurer shall serve a one-year term, and may not serve more than three consecutive one year terms in such office, but may thereafter serve again in such office after at least a one year hiatus. The Chair, Vice Chair, Immediate Past-Chair and Secretary/Treasurer shall take office at the close of Annual Convocation and shall hold office for their term or until their successors are elected.

Section 3. Vacancies

- a) If the Chair of the Board of Directors is unable to perform her/his duties because of death, health, or other reasons other than expiration of term, the Vice Chair shall succeed to the office of the Chair of the Board. She/he shall continue to serve as Chair of the Board for the remainder of the unexpired term. At the time of the next election by the board for officers, a Chair and Vice Chair (as well as a Secretary/Treasurer) of the Board of Directors, as required, shall be elected in accordance with the provisions of these By-laws. If both the Chair and Vice Chair are permanently unable to perform the duties of their respective offices (or if there is no Vice Chair when the position of Chair becomes vacant), the Board of Directors shall appoint one member from the Board as Chair Pro-Tempore to serve until the next Annual Convocation when the then current Board shall elect a Chair and Vice Chair (as well as a Secretary/Treasurer) of the Board of Directors for one-year terms.
- b) If the office of Secretary/Treasurer becomes vacant, the Board of Directors shall fill said vacancy from within the Board to complete the unexpired term, and the incumbent shall be eligible for election, by the board, to a full subsequent term.
- c) If the office of Vice Chair becomes vacant, the Board of Directors shall elect a Vice Chair to complete the term of Vice Chair.
- d) If the office of Immediate Past-Chair becomes vacant, it shall remain vacant until the current Chair's term expires and she/he becomes Immediate Past-Chair; and during such vacancy in the Immediate Past-Chair the Chair may appoint any member of the Board or any other Past-Chair to serve as Chair of the Nominating Committee.

Section 4. Duties

- a) The Chair of the Board of Directors shall preside at all general membership and Board meetings, and shall perform such other duties as may be prescribed, from time to time, by the Board of Directors. Between meetings of the Board of Directors, the Chair of the Board shall be responsible for the affairs of ACHCA, within the general direction of the Board of Directors. Unless otherwise provided for in these By-laws, the Chair of the Board is authorized to make appointments to all standing and special committees and task

groups, subject to confirmation by the Board of Directors. She/he may serve as an ex-officio member of all committees except the Nominating Committee. The Chair of the Board shall have the right to vote on all secret ballots, and on open vote she/he may vote only to break a tie.

- b) The Vice Chair shall succeed to the office of Chair of the Board of Directors if the office becomes vacant for reasons other than expiration of term, or if the Chair is otherwise unable to perform her/his duties. The Vice Chair shall perform the duties of the office of the Chair of the Board when the Chair is unable to do so and shall carry out such duties as may be assigned to her/him, from time to time, by the Chair of the Board and/or Board of Directors.
- c) The Immediate Past-Chair shall preside in the temporary absence of the Chair of the Board and the Vice Chair and shall serve as chairperson of the Nominating Committee. She/he shall perform such other duties as may be assigned to her/him, from time to time, by the Chair of the Board and/or the Board of Directors.
- d) The Secretary/Treasurer shall be responsible for all funds of ACHCA and shall serve as the Chair of the Finance Committee.
 - i. She/he shall ensure that the minutes of all meetings of the general membership and Board of Directors are accurate. She/he may delegate these duties to the Chief Executive Officer within the limits of the Secretary/Treasurer's fiduciary liability insurance.
 - ii. The Secretary/Treasurer shall be insured by fiduciary liability insurance in such sum as the Board of Directors shall determine. The Chief Executive Officer shall be insured in like amount.
 - iii. The Annual Report of the Secretary/Treasurer shall be given from an audit made by a certified public accountant.
 - iv. The Secretary/Treasurer shall perform such other duties as may be assigned to her/him from time to time by the Chair of the Board of Directors and/or Board of Directors.
- e) The Chief Executive Officer of ACHCA shall be known as the President. She/he shall direct the activities of ACHCA and shall further the policies and programs established by the Board of Directors. Her/his duties and compensation, not inconsistent with these By-laws, shall be prescribed by the Board of Directors. Between meetings of the Board of Directors she/he is responsible to the Chair of the Board of Directors.

Section 5. Removal from Office

Any officer elected by the Board of Directors may be removed from office for cause by a two-thirds vote of the Board of Directors attending a duly constituted meeting.

ARTICLE VII. CHAPTERS

The Board of Directors may establish chapters in clearly defined geographical areas on petition of not less than 20 Full members in good standing.

- a) Each chapter shall conduct itself in accordance with the provisions of these By-laws, its charter, and its chapter By-laws. Chapter By-laws and amendments thereto are to be forwarded to the national office and approved by the Board of Directors in accordance with ACHCA's national By-laws.
- b) Each chapter shall have as officers at least a President, President-Elect, and Secretary/Treasurer, all of whom shall be Full members. The officers shall be elected in accordance with Chapter By-laws.
- c) Any ten (10) Full members of a chapter may petition the Board of Directors to call a special chapter meeting for the purpose of declaring any or all chapter offices vacant and for the election of new officers. The Board shall have the power to exercise its discretion and, should it find that due cause exists, it shall cause the same to be done by a two-thirds vote of those Board members voting at a duly constituted meeting.
- d) The chapter officers shall meet not less than annually, unless otherwise relieved by the Board.

- e) Each chapter shall make the following reports:
 - i. The Secretary/Treasurer of the chapter shall submit, annually, a signed, written financial report, co-signed by the President, to the ACHCA Board. Such reports shall be kept on file at the ACHCA national office.
 - ii. An annual report of all chapter activities, signed by the officers of the chapter, shall be submitted to the ACHCA national office.
 - iii. Additional reports may be required by the National Board of Directors.
- f) Each chapter, in accordance with its own By-laws, may provide for “councils” along geographical boundaries outlined by the chapter for the purpose of providing its members with a greater opportunity to participate in chapter programs and activities.
- g) The charter of a chapter may be revoked by the Board of Directors for non-performance, or for actions deemed to be in conflict with the letter or intent of these By-laws. Such action by the Board will require a two-thirds vote of those Board members voting at a duly constituted meeting.
- h) Nothing contained in these By-laws providing for the establishment of chapters, or contemplating any function or activity of such chapters, their officers, agents, or employees shall be construed in any way to constitute such officers, agents, or employees of any chapter as agents of ACHCA. Neither shall such officers, agents, or employees in any way be empowered or authorized to bind or obligate ACHCA. No act or omission of any officer, agent, or employee of such chapters shall serve to impose any liability of any kind or character on the part of ACHCA.

Article VIII. The Academy of Long Term Care Leadership and Development

ACHCA will maintain an Academy of Long Term Care Leadership and Development (The Academy), which will be managed by a Standing Oversight Committee for the purposes of:

- a) Enhancing and extending the Mission and Goals of ACHCA for its members, non-members and corporations by securing charitable donations and contributions aimed for leadership development, educational programs, creating a leadership institute, grant development opportunities and scholarship funds;
- b) Obtaining corporate sponsorships to fund aforementioned activities;
- c) Identifying and researching advances in leadership development of health care Administrators throughout the continuum.

Section 1. Member Categories

Membership in the Academy shall be open to any individual or organization with expressed interest in and dedication to improving the competence of health and aging care services administrators. The demonstration of this interest shall be in the form of an annual financial contribution to support programs of education and research designed to improve the skills of such professionals.

- a) **Life Members**
Life Membership shall be conferred upon any individual who, by contributing the minimum donation established for Life Members by the Standing Oversight Committee of the Academy has demonstrated a commitment to improving the competence of health, residential or aging care services administrators. Life Members shall be eligible to participate and/or vote and serve on Academy Committees and meetings.
- b) **Annual Members**

Annual Membership shall be conferred upon any individual who, by contributing the minimum donation established for Annual Members by the Standing Oversight Committee of the Academy has demonstrated a commitment to improving the competence of health, residential and aging care services administrators.

Annual Members shall be eligible to participate and/or vote and serve on Academy Committees and meetings during the fiscal year in which their contribution was made.

Section 2. Composition

The Standing Oversight Committee shall be comprised of fifteen (15) individuals. Five (5) Full members shall be elected by the membership of the ACHCA and ten (10) individuals shall be appointed by the ACHCA Board of Directors; six (6) of these participants need not be members of ACHCA. The Chair of ACHCA shall appoint the Chair and the Treasurer of the Standing Oversight Committee. The Chair of ACHCA will be an ex-officio member of The Standing Oversight Committee.

Section 3. Term

The term of the Committee Chair and Treasurer may be for two (2) years consistent with the bylaws of ACHCA. The term of the remaining members will be two (2) years unless appointed to serve an additional term by the ACHCA Board, The Academy of Long Term Care Leadership and Development and ACHCA Chair.

Section 4. Vacancies

If a member of the Committee resigns, dies or is removed based on provisions for removal in the bylaws, his/her position may be filled by appointment by the Chair of ACHCA for the balance of the term.

Section 5. Donors

The Academy of Long Term Care Leadership and Development shall be funded through donations. Donors of the Academy do not have to be members of ACHCA.

Section 6. Finance

Separate accounting will be maintained for all funds received as well as future income and expenses of The Academy of Long Term Care Leadership and Development ACHCA.

Article IX. Committees

Membership on all committees shall follow accordingly.

- a) The term of office for the Nominating Committee shall be for two-years, the Professional Advancement Committee shall be for three years and the Finance Committee shall be for one year. All committee chairs shall serve one year terms.
- b) The Chair of the Board shall appoint members for initial terms (unless otherwise stated in the By-laws) and shall fill unexpired terms, subject to approval by the Board of Directors. All members appointed to committees shall serve for one full term on the committee.
- c) The chairperson shall be appointed annually by the Chair of the Board of Directors unless specified otherwise in the By-laws.
- d) A petition from a committee may be sent to the Board of Directors requesting that a position on the committee be declared vacant by reason of non-attendance and/or non-performance. The Board of Directors shall declare said position vacant and the Chair of the Board shall fill same, subject to approval by the Board.

Section 1. Nominating Committee

- a) **Composition**

The Nominating Committee shall consist of the Immediate Past-Chair, who shall serve as chairperson, and six (6) members to be elected by the membership by mail ballot.

b) Term

The terms of office of the six (6) members shall be two-year staggered terms with three (3) new members elected each year. Terms shall commence at the close of Annual Convocation following their election.

c) Eligibility Criteria

Members of the Nominating Committee shall not be eligible for a successive term on said Committee and shall not serve in any other office during their term on the Nominating Committee. Members eligible for this Committee shall be Full Certified Fellows who have demonstrated service and commitment on a national and/or chapter level and shall represent a wide geographic distribution, specialty expertise and business diversity.

d) Vacancies

If a member of the committee resigns, dies, is removed from office, or ceases to be a Full Member, her/his position shall be considered vacant and shall be filled by appointment by the Chair of the Board for the balance of the term.

e) Duties

The Nominating Committee shall solicit, receive, and consider suggestions for all elected positions on the board and nominating committee and for candidates for appointment by the Chair of the Board of Directors for the Professional Advancement Committee. All candidates, including those who are either approved by the nominating committee or self-nominated must receive a determination of eligibility from the Nominating Committee prior to election. The Nominating Committee shall ensure that at least one qualified candidate runs for each office. The committee will serve as a search committee with clearly prescribed and broadly circulated criteria set forth by the Board of Directors. The Nominating Committee, in its selection candidate search and selection process, shall consider the overall composition of the board and ensure the widest mix of individuals across the membership. The committee shall acknowledge the importance of geographic distribution, gender, practice setting, specialty expertise and representation of ACHCA's key constituents on the board and committee composition. The Nominating Committee shall utilize a variety of factors in determining the slate of persons who shall be offered to the membership to assume positions of leadership. This search shall not be limited to those members who possess a demonstrated track record of leadership in ACHCA. The goal is to identify persons with talent diversity who shall lend their expertise to the board to improve its effectiveness and enhance the performance on behalf of the members.

In addition to the Immediate Past-Chair serving as chairperson of the Nominating Committee, she/he will oversee all mail ballot elections.

Section 2. Professional Advancement Committee

a) Composition

The Professional Advancement Committee shall consist of eight (8) individuals appointed by the ACHCA Chair from a slate of candidates prepared by the Nominating Committee. The composition of the Committee shall include representation from the profession, employer groups, and the public and academic interest. The Nominating Committee shall prepare a slate of qualified candidates for appointment to the Professional Advancement Committee by the ACHCA Chair. The Chair of the Committee shall be a Certified Fellow of ACHCA and be appointed by the Chair of ACHCA board of Directors. Three (3) members of the Committee shall be Certified administrators representing one (1) of the three (3) designations of certification, with at least one (1) member being a Certified Fellow. Two (2) of the Committee members shall represent the employer interest. Of the remaining two (2) members, one (1) shall represent the public interest and one (1) the academic interest.

b) Term

The term of office for members of the committee shall be for three years with no more than two consecutive terms. The Chair of the committee shall serve a one year term and may be re-appointed to a second term as chair.

c) Vacancies

Any vacancy occurring shall be appointed by the Chair of the ACHCA Board of Directors until the following Annual Convocation when the position shall be filled by appointment.

d) Duties

The Committee shall focus on future planning for the professional certification and fellowship programs, strategizing the value of fellowship, the professional certification credentials, and setting certification policy. Additionally they shall assure that the professional certification program and program governance reflects the continuously changing nature of the profession.

Section 3. Finance Committee

- a) Composition. The Finance Committee shall be chaired by the ACHCA Secretary/Treasurer and in addition consists of, the Vice Chair of the Board of Directors and two (2) ACHCA board members appointed by the Chair of the Board of Directors.
- b) Term. The terms of office shall be for one (1) year.
- c) Vacancies. Any vacancy occurring shall be appointed by the Chair of the ACHCA Board of Directors for the remainder of the term.
- d) Duties. The Finance Committee shall operate as a board committee assisting with fiduciary responsibilities of ACHCA.

Section 4. Other Committees

- a) The Chair of the Board of Directors shall have the authority to establish ad hoc committees and task groups to complement existing standing committees which shall require the approval of the Board of Directors. They shall have no more than a one-year renewable life.
- b) The Chair of the Board of Directors, upon approval from the Board of Directors, shall have the authority to establish special ad-hoc committees or task groups to undertake special urgent tasks in furtherance of the objectives of ACHCA. Such task groups and committees must be ratified by the Board of Directors at their next meeting or the task group and/or committees shall cease to function. All funds expended shall be approved by the Board of Directors.
- c) Any person willing to serve, including those not affiliated with ACHCA, may be appointed to any committee or task group except those created by these By-laws.

Article X. Meetings

Section 1.

Annual Convocation shall be held annually at a time and place selected by the Board of Directors.

Section 2.

The Chair of the Board of Directors shall give notice of the annual membership meeting at Annual Convocation or a special meeting, as applicable, at least thirty (30) days prior to the date of the meeting.

Section 3.

The Chair of the Board of Directors shall preside at all annual membership meetings and special meetings and shall appoint a parliamentarian to the chair.

Section 4.

Special meetings shall be called by the Chair of the Board of Directors on the written request of a majority of the members of the Board of Directors.

Section 5.

Only items appearing on agendas distributed in advance can be considered at a special meeting. Notice and agenda of such special meeting shall be mailed to each member not less than **twenty (20)** days in advance of the meeting.

Section 6.

A quorum at the annual or any special membership meeting shall consist of a majority of the voting members registered and attending Annual Convocation or the special meeting, respectively. Once a quorum is established, it will continue to be in effect throughout the membership meeting and business will be conducted in accord with the standing rules for the annual membership meeting at Annual Convocation, notwithstanding the withdrawal of enough members to leave less than a quorum.

Article XI. Amendments

Amendments to the By-laws shall be acted upon by the voting members at the annual membership meeting.

- a) Upon the recommendation of the Board of Directors on **thirty (30)** days' notice to the voting members; or
- b) Upon written petition of ten (10) or more Full Fellows, provided notice of such proposed amendment(s) shall have been sent to the Chief Executive Officer **ninety (90)** days prior to the annual membership meeting at Annual Convocation. The Chief Executive Officer must send notice of such proposed amendment(s) to each voting member of ACHCA at least **thirty (30)** days prior to the annual membership meeting at Annual Convocation. The Secretary/Treasurer will report the petition for amendment(s) at the annual membership meeting and it will be presented to the membership by a petitioner.
- c) Amendments to these By-laws shall require an affirmative vote of two-thirds of all voting members present and voting at the annual membership meeting.
- d) Amendments shall be effective upon adoption unless otherwise stated in the amendment.

Article XII. Rules

Robert's Rules of Order Newly Revised shall govern all deliberations and procedures of ACHCA and the various parts and subdivisions thereof, when not inconsistent with these By-laws.

When procedural or parliamentary questions and problems arise during sessions of the Board of Directors or at the meetings of the membership, they shall be referred to the parliamentarian for study or opinion.

Article XIII. Audits and Fiscal Year

An annual audit of ACHCA's financial statements shall be made by a certified public accountant selected by the Board of Directors. The fiscal year shall be July 1 through June 30.

Article XIV. Seal, Logo, and Designation

Section 1.

All Full members may wear the seal of ACHCA designated for their categories. A member in good standing may use the ACHCA name and/or logo for purposes of official business as long as the words "Member of" accompanies the use of either one.

Section 2.

Fellows and Certified members may use their respective designations after their names on official stationery, articles for publication, or when appropriate.

Section 3.

If a Full member resigns or is expelled, she/he shall discontinue the use of the appropriate designation.

Section 4.

The seal of ACHCA may not be used upon any member's business or personal stationery. It shall be reserved for the official use of ACHCA and its chartered chapters.

Article XV. Dissolution

Section 1. Procedure

ACHCA may be dissolved in accordance with the procedure prescribed in the Code of Laws of the District of Columbia. The Board of Directors shall approve a resolution recommending dissolution. Such resolution then shall be presented to the voting membership at the annual membership meeting or at a special meeting of ACHCA. Notice of such meeting and of the proposed action shall be mailed to each voting member, the notice to be delivered not less than 20 days before the date of such meeting. A resolution to dissolve the corporation shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by the members present.

Section 2. Distribution of Assets

At any time when the dissolution of ACHCA is authorized, the Board of Directors then holding office shall distribute the assets of ACHCA remaining after the payment, satisfaction and discharge, or adequate provision thereof, of all liabilities and obligations of the corporation to one or more corporations, societies, or organizations organized and operated not for profit which, in the judgment of a majority of the Directors in office, shall be deemed to further the field of health care administration. Notwithstanding any other provision of these By-laws, no assets of ACHCA shall be distributed to any person other than an organization organized and operated exclusively for charitable, educational, religious, or scientific purposes and qualifying as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future law of the United States).

Article XVI. Indemnification of the Governing Board Members and the Committees

Section 1. Purpose

To afford adequate protection to each member of the governing Board and the committees, hereinafter referred to as members, while acting in or on behalf of the American College of Health Care Administrators.

Section 2. Indemnification

As a safeguard against any potential lawsuit or other legal proceeding, each member of the governing Board and the committees, while acting in or on behalf of ACHCA, shall be indemnified by ACHCA against costs, expenses, judgments, and liabilities, including fees for the attorneys retained by ACHCA, reasonably incurred by or imposed upon her/him in connection with or resulting from the action, suit or proceedings, civil or criminal, in which she/he is or may be made a party by reasons of her/his being a member, except in relation to matters as to which she/he shall be finally adjudged, without right of further appeal, to have been liable for willful misconduct in the performance of her/his duties as a member. Such indemnification shall be made with respect to settlements and compromises. The right of indemnification is subject to having acted in good faith in what she/he reasonably believed to be the best interest of ACHCA and where said member has not been found to have been fully derelict in the performance of her/his duties as a member.

Section 3. Determination by Committee

In a matter falling within the scope encompassed within the above paragraph, unless the governing Board of ACHCA by three-fourths majority find the member to have been willfully derelict in the performance of her/his duties as a member, she/he shall be eligible to be indemnified by ACHCA unless otherwise so prohibited.

Standing Rules

Standing Rule 1

Rules for National Elective Office (see Article III, Section 3, Article V, Section 1. and Article IX, Section 1)

- a) The Nominating Committee shall issue a call to chapters and the membership to seek eligible candidates for National Officers, Board of Directors, Nominating Committee and Professional Advancement Committee at least one hundred eighty (180) days in advance of the annual membership meeting at Annual Convocation. Any candidate for an elective office shall notify the national office in writing not less than one hundred fifty (150) days prior to the date of the annual membership meeting at Annual Convocation in order to allow enough time to finalize the ballot and publish information to be disseminated to the voting membership. The Nominating Committee shall announce the slate of candidates ninety (90) days in advance of the annual membership meeting at Annual Convocation.
- b) Each candidate shall prepare a comprehensive biography, on a form developed by the Nominating Committee, covering her/his experience, educational background, community activities, and other pertinent data, together with a short exposition describing her/his aims, progress toward fulfilling those aims, and why the candidate believes she/he is qualified to be elected.

- c) All candidates seeking elective office will be expected to adhere to the "Standards of Conduct for Candidates Seeking Elective Office." This document is made available to each candidate following the announcement of her/his candidacy. Any alleged violations by a candidate or unresolved issues in connection with these standards shall be reported to the Nominating Committee for appropriate action.
- d) Copies of a long version of candidates' biographies, developed by the Nominating Committee, will be available at the time of the mail ballot election. Candidates may have the opportunity to discuss general and/or specific ACHCA-related subjects and shall be prepared to answer relevant questions from members at chapter meetings and other informal gatherings of membership. The spirit of professionalism shall prevail.
- e) Any alleged violation or unresolved issue in connection with Standing Rule 1 shall be reported to the Board of Directors for appropriate action.
- f) Ballots or passwords for an email ballot will be mailed and/or emailed out to the membership for voting sixty (60) days in advance of the annual membership meeting at Annual Convocation and will be counted no less than thirty (30) days before the annual membership meeting at Annual Convocation and results will be publicly announced at Annual Convocation. Candidates shall be notified individually of election outcomes prior to Annual Convocation. Following the mail and/or electronic ballot election, all ballots shall be retained at the national office in a secure location until the next annual election.

Standing Rule 2

In event of a tie for Directors and/or Nominating Committee position during mail and/or electronic ballot, a runoff shall be conducted at the annual membership meeting at Annual Convocation. Only voting members present are eligible to participate. Tellers shall be identified to assist with voting process. The Chair of the Nominating Committee shall supervise the process. Each candidate may appoint someone to oversee the counting of ballots.

Standing Rule 3

Candidates for officers of the National Board of Directors shall respond to a prepared list of questions which have been developed by the current Board of Directors. Elections shall be by secret ballot. Votes will be counted by the Nominating Committee Chair, who will not participate in the vote except to break a tie.

Standing Rule 4

The Standing Rules for conducting business at the annual membership meeting shall be distributed to the voting members for consideration at least thirty (30) days prior to the first day of Annual Convocation. The adoption of these Standing Rules for conducting business at the annual membership meeting shall be at the first annual membership meeting at Annual Convocation and shall require approval by a majority of voting members present.

Amended: May 2008