

**Mississippi Healthcare Executives
An Independent Chapter of the
American College of Healthcare Executives**

Bylaws

TABLE OF CONTENTS

TABLE OF CONTENTS	1
BYLAWS.....	3
ARTICLE I – NAME	3
Section 1: Name.....	3
ARTICLE II – MISSION AND AFFILIATION	3
Section 1: Mission.....	3
Section 2: Affiliation with ACHE.	3
Section 3: Organizational Identity.	3
ARTICLE III – MEMBERSHIP	3
Section 1: Eligibility.	3
Section 2: Establishment of Membership.....	4
Section 3: Categories of Membership.	4
Section 4: Resignation.	4
Section 5: Termination, Suspension or Expulsion.....	4
Section 6: State/National Membership.....	4
ARTICLE IV – DUES	4
Section 1: Dues.....	4
Section 2: Nonpayment of Dues.....	4
ARTICLE V – MEETINGS OF MEMBERS	4
Section 1: Meetings of Members.	4
Section 2: Business Meetings.....	4
Section 3: Notice of Meetings.	4
Section 4: Eligibility to Vote.....	5
Section 5: Quorum.	5
Section 6: Special Business Meetings.....	5
ARTICLE VI – CHAPTER BOARD OF DIRECTORS.....	5
Section 1: Administration.	5
Section 2: Eligibility of Directors.....	5
Section 3: Eligibility of Officers.....	5
Section 4: Board Composition.	5
Section 5: Chapter Board Meetings.	5
Section 6: Notice.	5
Section 7: Quorum.	6
Section 8: Action of the Chapter Board.....	6
Section 9: Term of Office.	6

Section 10: Chapter Officers.....	6
Section 11: Board Members.....	7
ARTICLE VII - ELECTIONS.....	7
Section 1: Elections for Officers and Directors of the Chapter Board.....	7
ARTICLE VIII – COMMITTEES.....	7
Section 1: Standing Committees.....	7
Section 2: Other Committees.....	7
Section 3: Regional Committees/Workgroups.....	7
ARTICLE IX – CONFLICT OF INTEREST.....	7
Section 1: General.....	8
Section 2: Disclosure of Conflict of Interest.....	8
ARTICLE X – AMENDMENTS.....	8
Section 1: Amendments.....	8
Section 2: Review of Chapter Bylaws.....	8
ARTICLE XI – DISSOLUTION.....	8
Section 1: Dissolution of the Chapter.....	8
Section 2: Chapter Assets.....	8
ARTICLE XII – MISCELLANEOUS PROVISIONS.....	8
Section 1: Execution of Contracts.....	9
Section 2: Fiscal Year.....	9
Section 3: Effect of Bylaws.....	9

BYLAWS

Mississippi Healthcare Executives An Independent Chapter of the American College of Healthcare Executives

ARTICLE I – NAME

Section 1: Name.

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

Section 2: Affiliation with ACHE.

So long as this Chapter remains a Chapter of the ACHE, the Chapter shall operate in accordance with the ACHE Chapter Agreement in force at that time. Chapter Bylaws shall be further enacted as necessary to satisfy any governmental regulations. Any disbursement of funds shall be for services 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 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 held 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 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.

Section 5: Termination, Suspension or Expulsion.

ACHE will provide guidance to the Chapter Board of Directors involving suspension or expulsion of any member and will be completed in accordance with ACHE governance guidelines.

Section 6: State/National Membership

By December 30, 2006, all members of the Mississippi Chapter shall be members in good standing of 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 from membership 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 not 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 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.

ARTICLE VI – CHAPTER BOARD OF DIRECTORS

Section 1: Administration.

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

Section 2: Eligibility of Directors.

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

Section 3: Eligibility of Officers.

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

Section 4: Board Composition.

The Chapter Board shall consist of at least three (3) elected Officers, as specified in Article VII, section 9, and three (3) directors, one from each of 3 state regions – north, central and south (consistent with state judicial districts), and at least 2 at large Directors. One (1) student representative and one (1) university faculty member shall be appointed by the Chapter Board of Directors. In addition, any Regent of ACHE who is a member of the chapter shall be an ex officio, voting member of the board.

Section 5: Chapter Board Meetings.

Regular meetings of the Chapter Board shall be held at least two (2) 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 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 term of Directors shall commence on January 1st and shall continue for a period of two years, or until replaced by a subsequent election. The terms of Directors shall be staggered such that no more than two Directors shall commence their terms on the same date. The term of office for Officers shall commence on January 1st and shall continue for a period of two years, or until replaced by a subsequent election. Directors may not serve more than two consecutive terms. Officers may not serve consecutive terms in the same office. In the event of a vacancy, the Chapter Board shall appoint an eligible member to fulfill the remainder of the term.

Section 10: Chapter Officers.

The Chapter shall have three Chapter Officers, as follows:

- 1.1 Chapter President. The Chapter President shall be the chief executive of the Chapter, shall convene and preside over meetings of the Chapter Board or Meetings of Members, and shall serve as liaison with ACHE. The Chapter President shall appoint ad hoc committees as needed and shall be liaison to MHA staff for the planning and implementation of statewide Chapter meetings.
- 1.2 Chapter President-elect. The Chapter President-elect shall substitute for the Chapter President in his or her absence or inability to serve and shall prepare plans for his or her term of office. The President-elect shall advance to President at the completion of the preceding President's term of office without an election once elected to the office of President-elect. The President-elect shall serve as liaison to MHA staff for the maintenance of all corporate records, minutes, and documents and the preparation of periodic financial statements. The President-elect shall work with the Regional Directors for planning and implementing regional educational programming.

- 1.3 Chapter Past President. The Chapter Past President shall serve as chairman of the nominations committee.

Section 11: Board Members.

- 1.1 Regional Directors. There shall be a representative from each of [three regions – north, central and south (consistent with state judicial districts).] The regional directors shall represent the regional from which they come and work with the President-elect to coordinate regional educational programming.
- 1.2 One (1) student representative and one (1) university faculty member shall be appointed by the Chapter Board of Directors.

ARTICLE VII – ELECTIONS

Section 1: Elections for Officers and Directors of the Chapter Board.

Chapter Officers and Directors required to fill any vacancies shall be elected annually. The election shall be conducted by mail or electronic ballot prior to the Annual Chapter Business Meeting.

ARTICLE VIII – COMMITTEES

Section 1: Standing Committees.

There shall be one standing committee, the Nominating Committee.

- 1.1 The nominating committee shall be appointed by the Chapter President to include and be chaired by the Past President and any Regent of ACHE who is a chapter member shall be an ex officio, voting member. The nominating committee shall present a slate of Officers and Directors to the members of the chapter for the ballot to be mailed or electronically transmitted to the membership. The election shall be conducted at least 14 days prior to the annual business meeting at which time the newly elected Board shall be announced.

Section 2: Other Committees

- 2.1 The President, with the concurrence of the Chapter Board of Directors, may appoint chapter members to ad-hoc committees as deemed necessary or advisable for effective administration of the Chapter.

Section 3: Regional Committees/Workgroups.

- 3.1 The Chapter Regional Directors may create, establish terms, and appoint chapter members to regional committees or workgroups as needed. Such groups shall conduct regional chapter business as determined necessary by the Chapter Board. Members may serve one year on such committees and may be re-appointed.

ARTICLE IX – CONFLICT OF INTEREST

Section 1: General.

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

Section 2: Disclosure of Conflict of Interest.

Each nominee for a Chapter Board or committee position shall make written disclosure of any interest that might result in a conflict of interest upon nomination to office, before appointment to fill a vacancy in office, and annually thereafter. Such a written disclosure shall be made on such form or forms as may be adopted by the Chapter Board for that purpose.

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.