

Canadian Chapter of ACHE

Chapter Bylaws

February 2019

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BYLAWS of the Canadian Chapter of ACHE an independent chapter of the American College of Healthcare Executives

ARTICLE I – NAME

Section 1: Name.

The name of the Chapter shall be Canadian Chapter of ACHE, 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, for the service population designated by ACHE, is to be the Chapter of ACHE in Canada; 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 therefore responsible for maintaining the chapter’s financial records, filing appropriate notices and forms with the appropriate authorities, and maintaining necessary insurance coverage for the Chapter. 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 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. It is requested that a member also provide notice to the Chapter.

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 using consensus and in accord with Robert's Rules of Order Newly Revised (latest edition) when voting, 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 nor more than 90 days before the date of the meeting, by or at the direction of the chair, or the secretary.

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 other 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 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 in meeting its mission as stated in Article II. The Board shall also be responsible for board evaluation.

Section 2: Eligibility of Directors.

Directors must be members of the Chapter with a preference for having completed one year of membership with the Chapter.

Section 3: Eligibility of Officers.

Officers must be members of the Chapter, with a preference for having completed at least one year as a Director.

Section 4: Board Composition.

The Chapter Board shall consist of at least three (3) elected Officers, as specified in Article VI, section 10, and at least two (2) elected Directors.

The intent of the Chapter is for the Board of Directors to be broadly representative of its ACHE affiliates as well as the geographic composition of Canada. There will be three (3) Regions for elections in Canada:

1. West Region: British Columbia, Alberta, Saskatchewan, Manitoba, Northwest Territories, Yukon Territories and Nunavut
2. Central Region: Ontario
3. East Region: Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador

The Chapter Board shall consist of twelve (12) Directors, as follows:

- Two (2) Directors living or working in each Region, who shall be elected by the Chapter members living or working in each of the three respective Regions, which will total six (6) Directors.
- Six (6) additional Regional Directors will be elected to reflect the distribution of members across the Regions. The membership distribution as of December 31, of the preceding year will be used to determine the distribution of members. The six (6) seats will be elected to reflect the membership distribution, with the Regional Director vacancies in any given year being distributed to align the total number of Regional Directors with the distribution of members across the Regions of Canada. The Regional directors shall be living or working in the Region they represent and shall be elected by the Chapter members living or working in each of the respective Regions.

For clarity, if a member lives in one Region and works in another, the member shall declare in which Region they will run for election. If a member lives in one Region and works in another, the preferred mailing address of the member as denoted in the ACHE database shall be used to determine the Region in which the member shall vote.

The Board shall also include any Regent of ACHE who is a member of the chapter as an ex-officio voting member. For clarity, any Regent of ACHE who is a member of the chapter may not hold any other position on the Board, elected or appointed, Director or Executive, including Committee Chair, other than the Nominations Committee.

The Board may include the Immediate Past Chair for a one-year term as a voting ex-officio member. For clarity, if the Immediate Past Chair is unavailable or unable to serve the designated one-year term, the position will remain vacant and will not be filled by a previous past chair.

When a Regional Director position is assigned to a Region, it shall remain allocated to that Region for the term of office. If a position is not filled via the normal election process, it may be filled by appointment by the Board for the remainder of the designated term by a member living or working in the Region at the time of

appointment.

Any member elected or appointed to the Board to represent a region as a Director or Regional Director shall be able to complete the designated term of office even if the Director or Regional Director moves to another Region of Canada.

Section 5: Chapter Board Meetings.

Regular meetings of the Chapter Board shall be held at least six (6) times during a year at such time, place, and mode of meetings as the Chair may determine. The Chair 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 at least 5 days prior to the meeting and shall be delivered by electronic mail. Any director may waive notice of any meeting.

Section 7: Quorum.

Fifty percent of the voting members of the Chapter Board plus one 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 Chair 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 three years, or until replaced by a subsequent election. The terms of Directors shall be staggered such that no more than one half of the 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 and Officers may not serve more than three (3) consecutive terms. A Director or Officer is eligible to rejoin the Board after two (2) years away from the board. This shall include either an elected or appointed capacity.

In the event of a vacancy, the Chapter Board may appoint an eligible member to fulfill the remainder of the term.

Section 10: Chapter Officers.

The Chapter shall have a minimum of three and a maximum of four Chapter Officers, as follows:

- 1.1 Chapter Chair. The Chapter Chair 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 Chair shall be a signing officer of the Board. This is a required Board position.
- 1.2 Chapter Vice-Chair. The Chapter Vice-Chair shall substitute for the Chapter Chair in his or her absence or inability to serve and shall prepare plans for his or her term of office. The Vice-Chair may advance to Chair at the completion of the preceding Chair's term of office without an election once elected to the office of

Vice-Chair. The Vice-Chair shall be a signing officer of the Board. This is a required Board position.

- 1.3 Chapter Secretary. The Secretary shall be responsible for the maintenance of all corporate records, minutes, and documents.
- 1.4 Chapter Treasurer. The Treasurer shall be responsible for the oversight and disbursement of Chapter funds, the preparation of periodic financial statements and the filing of the required financial documents with the appropriate authorities on behalf of the Chapter. The Treasurer shall be a signing officer of the Board. This is a required Board position.
- 1.5 One Director may serve as both Secretary and Treasurer of the Chapter.

Section 11: Removal.

Any elected Director or appointed Officer may be removed at any time by the affirmative vote of at least two-thirds (67%) of the Chapter Directors, at a meeting of the Chapter Board, when, in their judgment, such action will serve the best interests of the Chapter.

ARTICLE VII - ELECTIONS

Section 1: Elections for Directors of Chapter Board.

Chapter Directors required to fill any vacancies shall be elected annually. Chapter Directors shall be elected by secret ballot and elections shall be conducted electronically. When there is only one candidate for an office, the Chapter Board Chair shall declare election of the candidate by acclamation. When there are two or more candidates for an office, a majority vote of members eligible to vote shall constitute an election. In the event a member of the Chapter does not have access to vote electronically, the member shall request a special ballot.

Chapter Officers shall be appointed by the sitting Chapter Board and such appointments shall be announced at the ABM of the Chapter. Chapter Officers shall be appointed from among the Directors.

Directors elected to serve as a Chapter Officer, in the final year of his/her given Director term shall have his/her term automatically extended to meet the required term of said Chapter Officer.

ARTICLE VIII – COMMITTEES

Section 1: Standing Committees.

There shall be two standing committees, the Nominating Committee and the Audit Committee.

- 1.1 Nominating Committee. The nominating committee shall consist of three (3) members, that being the Regent for Canada (Committee Chair), a Board Member who may be an Officer, though may not be up for re-election, one (1) member who is not on the Board or a Committee of the Board. Any Regent of ACHE who is a member of the chapter shall also be a member of the nominating committee, in which case the number of members shall exceed three (3). The Committee is responsible for implementing an annual nomination and election process for the Board of Directors. The Committee may support recruitment of committee

members; provide recommendations to update the nominations and recruitment process, and solicit interest regarding Officer appointments.

- 1.2 Audit Committee. The audit committee shall consist of at least two chapter members appointed by the Chapter Board, plus the Treasurer. The Treasurer is a non-voting ex-officio member of the Committee. No other signing officer of the Board shall be a member of the Audit Committee. The Chair of the Committee is appointed by the Chapter Board and may be chosen from the Chapter Directors or the members of the Committee. The audit committee shall arrange and supervise an annual review of the Chapter's accounts and financial policies.

Section 2: 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.

Section 3: Other Committees.

The Chapter Chair may, with the concurrence of the Chapter Board of Directors, establish, specify duties, and appoint chapter members to other committees as may be deemed necessary or advisable for effective administration of the Chapter. 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 Board and its 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 disclose any interest that might result in a conflict of interest upon nomination to office, before appointment to fill a vacancy in office, and at any time the conflict may arise. A written disclosure may be requested by the Chapter Board.

ARTICLE X – AMENDMENTS

Section 1: Amendments.

The Bylaws may be altered or amended by recommendation of the Board and by a vote at a meeting of the Chapter Membership, which may be the Annual Business Meeting of the Chapter.

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 to each voting member of the chapter 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 appropriate regulation in the appropriate jurisdictions.

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 duly 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) and regulations of the appropriate jurisdictions, 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.

Bylaws Adopted on February 28, 2019, reformatted April 2020

(Signature)  _____

Todd Stepanuik, Chapter Chair, Canadian Chapter of ACHE