

The Canadian Chapter of ACHE  
An Independent Chapter of



American College of  
Healthcare Executives  
*for leaders who care*®

# By-Law

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## **By-Law Document**

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 the Canadian Chapter of ACHE and shall include, for purposes of uniformity, “an independent chapter of the American College of Healthcare Executives”. Hereinafter in the By-Law document 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 Affiliates 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 maintains its charter with ACHE, the Chapter shall operate in accordance with the chapter agreement in effect at that time. Chapter By-Law shall be further enacted as necessary to satisfy any governmental regulations in the United States. 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 By-Law document. Affiliates of the Chapter are bound by the Chapter and ACHE By-Law and regulations as well as ACHE code of ethics.

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

The Chapter is a distinct, separate entity from ACHE. The Chapter is therefore responsible for maintaining the Chapter’s financial records, filing appropriate notices and forms with state and United States 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 – AFFILIATES**

### **Section 1: Eligibility for Affiliates.**

The Chapter is authorized to serve ACHE affiliates assigned to the jurisdiction of any or all ACHE Regents in Canada.

### **Section 2: Establishment of Affiliates.**

ACHE affiliates assigned to the jurisdiction of any or all ACHE Regents in Canada are automatically Affiliates of the Chapter. All Officers and Directors are also Affiliates of the Chapter.

**Section 3: Types of Affiliates.** Affiliates in this Chapter shall be consistent with the ACHE Affiliates categories in effect from time to time.

**Section 4: Resignation.** An Affiliate may resign from ACHE at any time, by providing written notice to ACHE.

## **ARTICLE IV – DUES**

### **Section 1: Affiliates Dues.**

The Chapter shall not charge any Affiliates dues. Registration fees for specific Chapter events may be levied. As Affiliates of the Chapter are consistent with the Affiliates categories, if ACHE suspends a affiliate due to non-payment of dues, their Chapter Affiliates/Affiliation will also be suspended.

## **ARTICLE V – MEETINGS OF AFFILIATES**

**Section 1: Meetings of Affiliates.** The meetings of the Chapter Affiliates shall be conducted in accord with Robert's Rules of Order Newly Revised (latest edition), when the latter are not in conflict with these By-Law document or the Articles of Incorporation of the Chapter.

**Section 2: Business Meetings.** The Chapter shall conduct an annual business meeting normally no later than ninety (90) days after the Chapter's fiscal year. The Chapter may conduct such other meetings of affiliates as determined by the Chapter Board. All meetings may be conducted in person or by synchronous electronic means.

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

Notice stating the meeting details, place, day and hour of the meeting shall be delivered to each affiliate of record entitled to vote at such meeting by facsimile, electronic mail, or postal service, not less than fifteen (15) nor more than ninety (90) days before the date of the meeting, by or at the direction of the Chair, or any other Officer of the Chapter.

### **Section 4: Eligibility to Vote.**

All Chapter Affiliates shall have the right to vote on matters brought before the Affiliates. The Chapter may utilize any method of voting permitted by law.



### **Section 5: Quorum and Manner of Action.**

- a) A quorum for a meeting of the Affiliates shall be equal to the greater of the total number of Directors of the Chapter Board or ten (10) Affiliates, and shall include a quorum of the Board.
- b) Except as otherwise specified in the By-Law document the actions of a majority of the Affiliates present and voting at a meeting at which a quorum is present shall be the action of the meeting of the Affiliates .
- c) A meeting at which a quorum is initially present may continue to transact business. In the event of the withdrawal of Affiliates from the meeting resulting in a loss of quorum, the meeting Chair will continue the meeting for purposes of discussion and record. All matters requiring a vote will be deferred to the next meeting of the Affiliates.
- d) Except where otherwise provided for in the By-Law document meetings of the Affiliates may be conducted in-person, by teleconference or videoconference.
- e) Actions arising from a meeting of the Affiliates, such as a recorded vote, may be conducted in-person, by e-mail or other electronic means, teleconference or videoconference.

### **Section 6: Special Business Meetings.**

The Chapter Board may call special business meetings of Chapter Affiliates. 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 Affiliates present and voting.

## **ARTICLE VI – CHAPTER BOARD OF DIRECTORS**

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

The administration of this Chapter shall be managed by 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.

### **Section 2: Eligibility of Directors and Officers.**

Directors must be ACHE Affiliates in good standing. Officers must be Directors on the Chapter Board.

### **Section 3: Board Composition**

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. The Chapter Board shall consist of eleven (11) Directors, as follows:

- Four (4) Directors each elected by the Chapter affiliates working in Ontario;
- One (1) Director elected by the Chapter affiliates working in Quebec;
- One (1) Director elected by the Chapter affiliates working in Newfoundland/Labrador, Nova Scotia, Prince Edward Island, and New Brunswick;
- One (1) Director elected by the Chapter affiliates working in Manitoba, Saskatchewan, Yukon Territory, Northwest Territory, and Nunavut;
- One (1) Director elected by the Chapter affiliates working in Alberta;



- One (1) Director elected by the Chapter affiliates working in British Columbia;
- The immediate past Chair of the Chapter; and
- The current ACHE Regent for Canada.

Standing Committee Chairs who are not Directors will be invited to attend the Chapter Board meetings as ex-officio members of the Chapter Board with voting privileges

#### **Section 4: Chapter Board Meetings.**

Regular meetings of the Chapter Board shall be held monthly or to a minimum at least quarterly during a year at such time, place, and mode of meetings as the Chair may determine. The Chair or any three (3) other Board Affiliates may also call special meetings of the Board.

Attendance of all Directors shall be monitored by the recording Secretary of the Board.

#### **Section 5: Notice.**

A calendar of regular board meetings shall be developed and circulated annually. Notice of any special meeting of the Board of Directors shall be given to each Director by facsimile, electronic mail, or postal service at least seven (7) days prior to the meeting. Any Director may waive notice of any meeting.

#### **Section 6: Quorum and Manner of Action.**

- a) A quorum for a meeting of the Board shall be a majority of voting Directors + 1. A meeting of the Board at which a quorum is initially present may continue to transact business as long as a quorum is present. In the event of the withdrawal of Directors from the meeting resulting in a loss of quorum, the meeting Chair will continue the meeting for the purposes of discussion and record. All matters requiring a vote will be deferred to the next meeting of the Chapter Board.
- b) Except where otherwise provided for in the By-Law document, meetings of the Board may be conducted in-person, by teleconference or videoconference.
- c) Actions arising from a meeting of the Board, such as a recorded vote, may be conducted in-person, by e-mail or other electronic means, teleconference or videoconference.
- d) In matters of conflict of interest in which a Director is the subject, the Director shall not vote.
- e) The Chapter Board may not vote by proxy.
- f) In the event of a tie vote, the Chair shall break the tie.

#### **Section 7: Action of the Chapter Board.**

Except as otherwise provided by law, the Articles of Incorporation, or the By-Law document, 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.

#### **Section 8: Term of Office and Vacancies.**

The term for each Director is three (3) years unless stipulated otherwise according to Article VII. Directors' terms shall commence upon their installation at the annual business meeting of the Chapter



following election.

In the event of vacancy, the Chapter Board will invite Affiliates of ACHE to make an Expression of Interest for a minimum of 14 days. If there are multiple qualified candidates, the Board will initiate a voting process. Otherwise, the Chapter Board may appoint an eligible Chapter affiliate to fulfill the remainder of the term.

Directors may be elected for two (2) consecutive three (3) year terms. Other than an exception noted in Article VII, Section 3 whereby, no Director shall have a term of greater than six (6) years in any ten (10) year time period.

### **Section 9: Removal of Directors**

The Chapter Board will establish a basis and procedure for the removal of Director(s). Director(s) may be removed at any time by the affirmative vote of at least two thirds of all the Chapter Directors, at a meeting of the Chapter Board at which a quorum is present, when in their judgment such actions will serve the best interests of the Chapter.

## **ARTICLE VII - OFFICERS**

### **Section 1: Chapter Officers.**

The Chapter shall have a minimum of five (5) Officers, as follows:

- a. Chair:** The Chair shall be the chief executive of the Chapter, shall convene and preside over meetings of the Chapter Board or Meetings of Affiliates, and shall serve as liaison with ACHE.
- b. Past Chair:** The Past Chair shall Chair Governance & Nominations Committee and fulfill such other duties as may be assigned from time to time by the Chapter Chair or Chapter Board.
- c. Vice-Chair:** The Vice-Chair shall substitute for the Chair in his or her absence or inability to serve.
- d. Secretary:** The Secretary shall be responsible for the maintenance and keeping of all corporate records, minutes, and documents.
- e. Treasurer:** The Treasurer shall be responsible for the disbursement of Chapter funds and the preparation of periodic financial statements.
- f.** The Chapter Board may appoint a single individual to serve as both Secretary and Treasurer. The Chapter Board may authorize and appoint assistant Officers to any of the Officers named in this section.

### **Section 2: Appointment of Officers**

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 identified in Article VI, Section 3.

### **Section 3: Terms of Office and Vacancies**

The term of office for Officers shall commence upon installation shall continue for a period of two years, or until replaced by a subsequent appointee. In the event of an Officer vacancy, the Chapter Board shall appoint an eligible Director to fulfill the remainder of the term. Directors elected to serve as a Chapter Officer, in the final year of his/her given Director Term shall have his/her term automatically

Canadian Chapter of ACHE By-Law document as of February, 2018







extended to meet the required term of said Chapter Officer.

#### **Section 4: Removal of Officers**

The Chapter Board will establish a basis and procedure for the removal of appointed Officer(s). Any appointed Officer may be removed at any time by the affirmative vote of at least two-thirds of the Chapter Directors, at a meeting of the Chapter Board at which quorum is present, when, in their judgment, such action will serve the best interests of the Chapter.

## **ARTICLE VIII – COMMITTEES**

#### **Section 1: Standing Committees**

The Chapter will have the following Standing Committees: Audit; Communications; Governance Nominations; Affiliates and Advancement; and Program Committee. The Chapter Board approves all Standing Committees Terms of Reference once reviewed at the Committee Level.

##### **1.1 Audit Committee**

The Committee shall consist of at least two (2) Chapter Affiliates appointed by the Chapter Board, plus Treasurer. The Treasurer is a non-voting ex-officio affiliate of the Committee. The Chair of the Committee is appointed by the Chapter Board and may be chosen from the Chapter Directors or the Affiliates of the Committee. The Committee shall arrange and supervise an annual financial review of the Chapter's accounts and financial policies.

##### **1.2 Communications Committee**

The Committee shall consist of at least three (3) Chapter Affiliates appointed by the Chapter Board. The Chair of the Committee is appointed by the Board and may be chosen from among the Chapter Directors or the Affiliates of the Committee. The Committee shall be responsible for overseeing communications for the Chapter; including distributing a regular electronic newsletter, maintaining the Chapter website and managing content for other online or print media.

##### **1.3 Governance and Nominations Committee**

The Committee shall consist of five (5) Affiliates including the Regent for Canada, and the Past Chair of the Chapter, appointed by the Chapter Board. The Past Chair shall serve as chair of the Committee. The Committee is responsible for maintaining and reviewing from time to time the Chapter By-Law, Affiliation Agreement and Governance Manual as well as developing and implementing the annual process for identifying qualified Affiliates to serve on the Chapter Board and its Committees.

##### **1.4 Affiliates and Advancement Committee**

The Committee shall consist of at three (3) Affiliates appointed by the Chapter Board. The Chair of the Committee is appointed by the Chapter Board and may be chosen from among the Chapter Directors or the Affiliates of the Committee. The Committee is responsible for promoting Affiliates growth at all stages of affiliates' careers, championing diversity of Affiliates, identifying and addressing affiliate needs, and fostering the advancement of affiliates to Fellow status.

##### **1.5 Programs Committee**

The Committee shall consist of at least three (3) Chapter Affiliates appointed by the Chapter Board. The Chair of the Committee is appointed by the Chapter Board and may be chosen from among the Chapter Directors or Affiliates of the Committee. The Committee is responsible for organizing various Chapter-sponsored educational programs throughout the year.



## **Section 2: Ad Hoc Committees.**

The Chapter Chair may, with the concurrence of the Chapter Board, establish, specify duties, and appoint Chapter Affiliates to other committees as may be deemed necessary or advisable for effective administration of the Chapter and shall appoint the chair of any such committees. Affiliates may serve one year on such committees and may be reappointed.

## **Section 3: Quorum and Manner of Action**

- a) A quorum for a meeting of a Committee shall be fifty percent (50 %) of the Affiliates.
- b) A meeting of the Committee at which a quorum is initially present may continue to transact business as long as a quorum is present. In the event of the withdrawal of Affiliates from the meeting resulting in a loss of quorum, the meeting Chair will continue the meeting for the purposes of discussion and record. All matters requiring a vote will be deferred to the next meeting of the Committee.
- c) Except where otherwise provided for in the By-Law document, meetings of Committees may be conducted in-person, by teleconference or videoconference.
- d) Actions arising from a meeting of a Committee, such as a recorded vote, may be conducted in-person, by e-mail or other electronic means, teleconference or videoconference.
- e) In matters of conflict of interest in which a member of the Committee is the subject, the Committee member shall not vote.

## **ARTICLE IX - POWERS OF THE CHAPTER BOARD**

The Chapter Board shall have charge of the property of the Chapter, and shall have authority to control and manage the affairs and funds of the Chapter and is the Board of Directors described in the Illinois General Not-for-Profit Corporation Act. It shall have the following powers in furtherance thereof:

### **Section 1: Chapter Affiliated Groups**

Chapter Affiliated Groups of the Chapter may be established by charter whenever the Chapter Board may approve, subject to the criteria for Chapter Affiliated Group status prescribed by the Chapter Board. Chapter Affiliated Groups of the Chapter shall be eligible for benefits as prescribed by the Chapter Board.

#### **1.1 Revocation of Charter**

Charters for the operation of Chapter Affiliated Groups may be revoked at any time in such manner and after such investigation as the Chapter Board may deem necessary.

#### **1.2 Terms and Conditions**

The Chapter Affiliated Groups shall be subject to the terms and conditions set forth in the criteria for Chapter Affiliated Group status as established by the Chapter Board and as may be amended by the Chapter Board from time to time. All actions and activities of Chapter Affiliated Groups shall be in accordance with the By-Law document, policies, and procedures, and regulations of the Chapter



(including those relating to federal, state, and local income tax law requirements, if any, antitrust compliance, Affiliates procedures, disciplinary procedures, and use of trademarks and other intellectual property in which the Chapter owns or claims rights). Chapter Affiliated Groups shall not obligate or otherwise make the Chapter responsible for any expenditures, nor shall they make commitments or advance positions on behalf of the Chapter unless the making of such expenditures or commitments, or the advancement of such positions, shall first have been approved in writing by an authorized Officer of the Chapter Board.

### **1.3 Funding of Chapter Affiliated Groups**

The Chapter Board shall have the power to provide financial assistance to Chapter Affiliated Groups in such manner as prescribed by the Chapter Board.

## **Section 2: Other Powers**

The Chapter Board shall have the following other powers as specified in these By-Law document:

- a) Conduct an Annual Business Meeting and conduct such other meetings of Affiliates as determined by the Chapter Board. (Article V, section 2).
- b) Call special business meetings of chapter Affiliates . (Article V, section 6).
- c) Appoint Officers annually and may appoint interim Officers to fulfill the remainder of any term in which there exists a vacancy. (Article VII).
- d) Supervising the general operation of the Chapter in meeting its mission as stated in Article II. (Article VI, section 1).
- e) Appoint the Affiliates of the Standing Committees. (Article VIII, section 1).
- f) Consider the Chapter Chair's recommendations for establishing, specifying duties, and appointing Chapter Affiliates to Ad Hoc committees as may be deemed necessary or advisable for effective administration of the Chapter. (Article VIII, section 2).
- g) Recommend to the Chapter Affiliates amendments to the Chapter By-Law document. (Article XI, section 1).
- h) Dissolve the Chapter (Article XII).
- i) 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. (Article XIII).

## **ARTICLE X – 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. The Chapter Officers shall exercise the utmost good faith in all transactions and decisions 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 therefrom, so that a conflict might arise between the Chapter interest and that of the individual.

### **Section 2: Disclosure of Conflict of Interest.**

Each Chapter Board member and officer 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 XI – AMENDMENTS**

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

The By-Law document may be altered or amended by majority vote at a Chapter Affiliates meeting as outlined in Article V. The Chapter Board shall provide notice to chapter Affiliates by electronic mail, or postal service of proposed amendments not less than five (5) nor more than thirty (30) days before the date of a meeting of the Affiliates at which the By-Law amendments will be discussed.

### **Section 2: Review of Chapter By-Law Document**

Prior to enactment or modification, Chapter By-Law document 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 By-Law document, including effective dates.

## **ARTICLE XII – DISSOLUTION**

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

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

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

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. All Chapter records shall be transferred to ACHE.

## **ARTICLE XIII – 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 1<sup>st</sup> of each calendar year.

 **Section 3: Effect of By-Law Document**  
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The By-Law documents are in all respects subordinate to, and shall be controlled by, applicable provisions of the corporate laws (profit or non-profit) of the State of Illinois, other applicable laws, and the Articles of Incorporation of the Chapter. Except as the By-Law Document 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.