



National Capital
Healthcare Executives

BYLAWS OF NATIONAL CAPITAL HEALTHCARE EXECUTIVES (NCHE)

An Independent Chapter of the American College of Healthcare Executives
(ACHE)

(District of Columbia and Northern Virginia)

NCHE Board Approved: January 11, 2025
ACHE Approved

TABLE OF CONTENTS

TABLE OF CONTENTS.....	2
BYLAWS.....	4
ARTICLE I - NAME.....	4
Section 1: Name.	4
ARTICLE II - MISSION AND AFFILIATION	4
Section 1: Mission.	4
Section 2: Affiliation with ACHE.	4
Section 3: Organizational Identity.	4
ARTICLE III - MEMBERSHIP	5
Section 1: Eligibility and Establishment of Membership.....	5
Section 2: Categories of Membership.	5
Section 3: Resignation.	5
ARTICLE IV - DUES	5
Section 1: Dues.	5
Section 2: Nonpayment of Dues	5
ARTICLE V - MEETINGS OF MEMBERS.	5
Section 1: Meetings of Members.	5
Section 2: Business Meetings.....	5
Section 3: Notice of Meetings	6
Section 4: Eligibility to Vote.	6
Section 5: Quorum.....	6
Section 6: Special Business Meetings.....	6
ARTICLE VI - CHAPTER BOARD OF DIRECTORS	6
Section 1: Administration	6
Section 2: Eligibility of Directors.....	6
Section 3: Eligibility of Officers.	6
Section 4: Board Composition.....	6
Section 5: Chapter Board Meetings.	7
Section 6: Notice.	7
Section 7: Quorum.....	7
Section 8: Action of the Chapter Board.	7
Section 9: Term of Office	7
Section 10: Chapter Officers.....	7
Section 11: Chapter Directors.....	8
ARTICLE VII - ELECTIONS	9
Section 1: Elections for Officers	9
ARTICLE VIII - COMMITTEES.....	9
Section 1: Committees.....	9

Section 2: Standing Committees.....	9
Section 3: Board Committees.....	10
Section 4: Special Committees.	12
ARTICLE IX - CONFLICT OF INTEREST.....	12
Section 1: General.....	12
Section 2: Disclosure of Conflict of Interest.....	12
Section 3: Avoiding Conflict of Interest in Sponsorship of Chapter Events.....	12
ARTICLE X - AMENDMENTS.....	12
Section 1: Amendments.....	12
Section 2: Review of Chapter Bylaws.	12
ARTICLE XI - DISSOLUTION.....	12
Section 1: Dissolution of the Chapter	12
Section 2: Chapter Assets.	12
ARTICLE XII - MISCELLANEOUS PROVISIONS	13
Section 1: Execution of Contracts.	13
Section 2: Loans.....	14
Section 3: Checks, Drafts, Other Orders for Payment, or Indebtedness.	14
Section 4: Deposits.	14
Section 5: Fiscal Year.....	14
Section 6: Effects of Bylaws.	14

BYLAWS
Of the
National Capital Healthcare Executives (NCHE)
An independent chapter of the
American College of Healthcare Executives

ARTICLE I - NAME

Section 1: Name.

The name of the Chapter shall be the National Capital Healthcare Executives, an independent chapter of the American College of Healthcare Executives. Hereinafter in these bylaws it will be identified as the "Chapter" or "NCHE." The American College of Healthcare Executives will be identified as "ACHE."

ARTICLE II - MISSION AND AFFILIATION

Section 1: Mission.

The mission of the Chapter is to be the preeminent membership society for healthcare executives in Washington, DC and Northern Virginia; to serve as a collaborative coalition and forum for meeting our members' professional, educational, and developmental needs; to promote highly ethical standards of conduct; to advance healthcare leadership and management excellence; and to promote the mission of ACHE.

Section 2: Affiliation with ACHE.

NCHE shall adhere to the terms of the ACHE Bylaws, Article IX, "Chapters." So long as this Chapter remains a Chapter of the ACHE, the Chapter shall operate in accordance with the ACHE chapter agreement enforced 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, taxes, 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. Consistent with Article IX, paragraph (d) of the ACHE Bylaws, ACHE shall not be liable for the debts and obligations of the Chapter; and the Chapter shall not be liable for the debts and obligations of ACHE.

ARTICLE III - MEMBERSHIP

Section 1: Eligibility and Establishment of Membership.

Eligibility for membership in ACHE is defined in Article II of the ACHE Bylaws. An individual must be a member of ACHE to be a member of the Chapter. Only ACHE affiliates are eligible to hold membership in the Chapter. All ACHE affiliates located within the chapter's assigned geographic territory shall be members of the Chapter, and 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 2: Categories of Membership.

Membership in this Chapter shall be with the same as the ACHE membership categories.

Section 3: Resignation.

A member may resign at any time consistent with guidelines provided by ACHE.

ARTICLE IV - DUES

Section 1: Dues.

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

Section 2: Nonpayment of Dues.

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

ARTICLE V - MEETINGS OF MEMBERS

Section 1: Meetings of Members.

There shall be no fewer than six (6) regular meetings of the membership each year for educational and networking purposes. The meeting content and locations shall be determined by the designated Board members. Notices will be communicated to members as well in advance as is reasonably possible in accordance with Section 3.

Section 2: Business Meetings.

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

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 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 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, with one exception: the only exception to vote by proxy is in voting to elect board officers. The Chapter may utilize any method of voting permitted by law.

Section 5: Quorum.

A quorum shall consist of a simple majority of the Chapter Board 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 II.

Section 2: Eligibility of Directors.

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

Section 3: Eligibility of Officers.

Officers must be members of the Chapter who have completed at least one year of membership in ACHE, and as described in Article VIII, Section 2.4 (Nominating Committee), a minimum of twelve months of dedicated service and commitment to the Chapter, and the ability to fully meet the requirements of the position.

Section 4: Board Composition.

The Board of Directors shall consist of a minimum of five members: the four (4) elected officers (President; President-Elect; Secretary; and Treasurer); and the Immediate Past President. In addition, any ACHE Regent who is a member of the Chapter shall be an

ex officio, voting member of the Chapter Board. This group makes up the voting members of the Board.

Section 5: Chapter Board Meetings.

Regular meetings of the Chapter Board shall be held at least three (3) times during a year at such time, place, and mode of meetings as the President may determine. The President or any 3 other Board members may also call special meetings of the Board. Chapter Board meetings may be attended by any member of the chapter.

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.

At least 51 percent 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. In the event of a tie vote, the Chapter president shall break the tie.

Section 9: Term of Office.

The term of officers and directors shall run from January to December (in general alignment with ACHE's tenure of elected officers and Regents), and shall continue for a period of two years, or until replaced by a subsequent election. Any director elected may be removed by majority vote of the members present in person or by proxy at any meeting whenever in their judgment the best interest of the Chapter would be served thereby. Regarding vacancies of an officer or other board member, the president may, based on recommendation of the Nominating Committee and with the concurrence of the board, fill the position if the incumbent is unable to complete his or her tenure. A director may not serve more than two consecutive terms on the board in the same role.

Section 10: Chapter Officers.

The Chapter shall have four Chapter officers, not including any ACHE Regent(s) that are ex officio, voting members of the Chapter board. Officers shall be as follows:

10.1 President

The President shall be the chief executive officer of the Chapter and shall, in general, supervise and control all of the business and affairs of the Chapter. The President shall convene and preside over meetings of the

Chapter Board or Meetings of Members, and shall serve as liaison with ACHE. The President may be an ex officio member of all committees.

10.2 President-Elect

The President-Elect shall, in the absence of the President, perform all functions and duties of the President, and shall perform other such functions and duties as may be delegated by the President. The President-Elect shall direct the activities of the Strategic Planning Committee (Advisory Board).

10.3 Secretary

The Secretary shall: (a) keep the minutes of meetings of the members and of the Board of Directors' meetings; (b) assure that all notices are given as prescribed by these Bylaws or as required by law; (c) be custodian of the corporate records; and (d) ensure the publication of the quarterly Chapter newsletter and coordinate the maintenance of the web site.

10.4 Treasurer

The Treasurer shall: (a) keep financial records of the Chapter activities and provide periodic written financial reports to the Board of Directors; (b) maintain bank accounts as directed by the Board of Directors; (c) prepare an annual budget; (d) oversee the filing of all required state and federal tax forms and (e) arrange for a review or audit of the books as directed by the Board of Directors.

Section 11: Chapter Board The Chapter Board is made up of the elected officers, committee directors and ACHE Regent(s).

11.1 Elected Officers: The four chapter officers from identified in Article VI, sections 10.1 through 10.4.

11.2. Immediate Past President: The President from the previous term shall continue to serve on the Board for a term of two years following his/her term as President as a voting member.

11.3. Committee Directors:

Director, Programs Committee
Director, Operations Committee
Director, Membership Committee
Director, Mentorship Committee
Director, Marketing and Communications Committee
Director, Diversity Committee
Director, Sponsorship Committee
Director, University Relations and Scholarship
Director, Volunteer Coordination

11.4 Any ACHE Regent who is a member of the Chapter shall be an ex officio voting member of the Chapter Board.

ARTICLE VII - S

Section 1: Elections for Officers and Directors

1.1 Election for Officers. Chapter Officers (President, President-Elect, Secretary and Treasurer) shall be elected every two years by simple majority vote of the chapter members represented in person or by proxy at the annual meeting or by electronic mail with receipt to a board-approved 3rd party, except when there is only one candidate for an office. In which case, the Chapter President may call for election of the candidate, by acclamation. When there are two or more candidates for an office, a majority vote of members exercising their Chapter voting privileges shall constitute an election. Nominees for Officer positions shall be made as described in Article VIII, Section 2.4. (Nominating Committee).

1.2 Election for Directors. Directors will be recommended by the Nominating Committee and approved by the Board and will be the Directors of the following Committees: Programs, Operations, Membership, Mentorship, Marketing and Communications, Diversity, Sponsorship, University Relations and Scholarship, and Volunteer Coordination. Members will serve two-year terms and may serve no more than two consecutive terms.

1.3. Staggered Elections. Elections will be held annually to fill approximately half of the board positions. Board member tenures will be offset so as not to result in significant board turn-over in any one year.

ARTICLE VIII - COMMITTEES

Section 1. Committees

The Chapter Board will organize the Chapter to best fulfill the ACHE and Chapter mission and to meet the needs of the membership. Such organization will include the chartering of committees to conduct the detailed business of the Chapter.

Section 2. Standing Committees.

There shall be four standing committees: the Executive Committee, the Strategic Planning Committee, the Audit Committee, and the Nominating Committee.

2.1. Executive Committee. The Executive Committee shall consist of the President (chair), President-Elect, Secretary, Treasurer, and Immediate Past President and shall generally function to promulgate and propose policy to the Chapter Board and members.

2.2. Strategic Planning Committee (Advisory Board). The Advisory Board will be chaired by the President-Elect and will consist of members who serve at the invitation of the President of the Board. Members will be appointed for one-year terms that may be extended up to three years. Members may be reappointed after a one-year break from appointment. The board is responsible for providing non-binding guidance on matters of strategic importance to the Chapter Board. The Advisory Board is responsible to establish a nominating committee. The nominating

committee shall, at a minimum, consist of the President-Elect (chair), two Board Officers or Committee Directors appointed by the President, and one additional Chapter member appointed by the Chapter President. Any ACHE Regent who is a member of the Chapter shall be an ex officio voting member of the nominating committee.

2.3. Audit Committee. The audit committee shall consist of two Chapter members appointed by the Chapter Board. The audit committee shall arrange and supervise an annual review of the Chapter finances by an external accountant in concert with the filing of annual tax forms in accordance with generally accepted accounting principles and practices.

2.4. Nominating Committee. The Nominating Committee will be Chaired by the Nominating Committee Director, and will also include a Nominating Co-Director, and the Immediate Past President. In addition, any ACHE Regent who is a member of the Chapter shall be an ex officio voting member of the Nominating Committee. The Nominating Committee Director and Co-Director will be nominated by the Chapter President and elected by the Chapter Board. The Nominating Committee shall meet at least once annually to recommend to the Board individuals to serve as Officers, Committee Chairs and Board Members. Additionally, for Officer positions, the Nominating Committee will recommend up to three individuals for each Officer position, based on a minimum of twelve months of dedicated service and commitment to the Chapter, and the ability to fully meet the requirements of the position. The Nominating Committee shall present its recommendations to the Board of Directors in the Fall in time for the Board to take action (approve or reject), and for the Nominating Committee to complete the administration of the general election of approved officer candidates with the chapter membership. The Nominating Committee shall also meet on an as-needed basis during the year to recommend to the Board openings that occur for Officers, Committee Chairs and Board Members.

Section 3: Board Committees.

The Chapter Board will establish and approve charters that specify duties of committees deemed necessary or advisable for effective administration of the Chapter.

3.1. Program Committee. The Program Committee shall be led by the Program Committee Director, who is also a voting board member, and shall generally coordinate, oversee, plan, and organize all meetings of the members, including arranging and sponsoring educational and networking events within a geographical area of the Chapter territory.

3.2. Operations Committee. The Operations Committee shall be led by the Operations Committee Director, who is also a voting board member, and shall generally oversee logistics planning and operational support of all meetings.

3.3. Membership Committee. The Membership Committee shall be led by the Membership Committee Director, who is also a voting board member, and shall generally oversee planning and organizing of all membership activities, to include recruiting, advancement, and awards.

3.4. Marketing and Communications Committee. The Marketing and Communications Committee shall be led by the Marketing and Communications Director, who is also a voting board member, and shall generally coordinate with the Board of Directors and the membership for website content, newsletter generation, marketing brochures and literature, and communication for the Meetings of Members.

3.5 Sponsorship Committee. The Sponsorship Committee shall be led by the Sponsorship Director, who is also a voting board member, and shall be responsible to recruit sponsors in support of Chapter events and activities within the guidelines set by ACHE.

3.6. Volunteer Services Committee. The Volunteer Services Director, who is also a voting board members, shall coordinate volunteer requirements of all committees and shall recruit and place volunteers who wish to serve the chapter.

3.7 Mentorship Committee. The Mentorship Committee will organize and direct the activities associated with the board Mentorship Program, including the recruiting and retaining of Mentors, the selection process for Mentees, effective monitoring of the Mentorship Program in-cycle, and the planning and execution of an annual chapter Mentorship graduation and awards in-person event.

3.8 University Relations and Scholarship Committee. This committee will work with the board and Regent in expanding relationships and programs with universities in chapter geography that offers healthcare and related health sciences programs, to promote ACHE and the chapter and grow student memberships. This Committee will also manage the chapter's Scholarship program, as approved and funded by the board.

3.9 Diversity Committee. The Diversity Committee will organize and lead activities that promote diversity, equity, and inclusion within the chapter. This includes identifying opportunities to advance representation across all chapter programs, events, and leadership positions. The committee will develop initiatives to engage diverse healthcare leaders, foster inclusivity, and create a culture of belonging within the chapter. Additionally, the committee will track progress on diversity goals, facilitate educational events on DEI topics, and collaborate with external partners to expand outreach and impact.

Section 4. Special Committees.

The Board of Directors may designate special committees with limited authority as prescribed in such resolutions which authorized the special committee. Special committees may have limited durations (i.e., if formed to perform a specific task) or a more semi-permanent nature (i.e., if formed to oversee a more enduring function). Each special committee shall also develop a charter to reflect the purpose for which it was created; shall typically be aligned under the purview of a Board Level Committee; shall submit reports as prescribed by the Board of Directors either directly to the board or through its respective Board Committee Director; shall have a chairperson appointed in accordance with nominating committee procedures; and shall stand discharged when the committee has completed the task for which it was designated or at the pleasure of the Board of Directors. Each special committee will be led by a committee chairperson with the assistance of a committee co-chairperson, who may act on the chairperson's behalf in his/her absence.

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.

Section 3: Avoiding Conflict of Interest in Sponsorship of Chapter Events

Chapter events may be sponsored by presenters or corporate sponsors. Full - disclosure of the relationship between the sponsor and the presenter will be provided in writing and the presenter/corporate sponsor must provide a topic relevant to the needs and interests of NCHE members. A corporate sponsor is not guaranteed the opportunity to present if the proposed topic does not meet the needs of the organization. Approval for presentation by a sponsor at a Chapter event will be approved by the Chapter Board. Sponsors shall not pay honoraria, fees, or any other tangible consideration to individuals or groups either addressing or presenting to the Chapter membership as a body in person or in writing (this will include but is not limited to NCHE functions, newsletter articles, mailings, or other communications). Furthermore, in general, the Chapter shall avoid the payment of fees for speakers or presenters. If there is a compelling reason for a speaker to receive

payment, the reason for this will be presented to the Board for consideration and approval, if appropriate. In those instances, in which the Board approves, full written or verbal disclosure will be made to membership addressed prior to presentation.

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, which may be selected by the Board of Directors of the Chapter.

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. Loans

No loans shall be contracted on behalf of the Chapter and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors and approved by the membership. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Other Orders for Payment, or Indebtedness

All checks, drafts or other orders for payment of money, notices or other evidence of indebtedness issued in the name of the Chapter, shall be signed by such Officer or Officers, agent or agents, of the Chapter and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits.

All funds of the Chapter not otherwise employed may be deposited from time to time to the credit of the Chapter in such banks or other financial institutions as the Board of Directors may select.

Section 5: Fiscal Year.

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

Section 6: 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.