

ACHE - Nevada Chapter



An Independent Chapter of



Bylaws of the ACHE – Nevada Chapter

June 2019

TABLE OF CONTENTS

	PAGE
TABLE OF CONTENTS	2
PAGE	2
ARTICLE I – 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
ARTICLE IV – 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	4
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, Directors, and Non-Voting Representatives	6
ARTICLE VII – ELECTIONS	7
Section 1: Elections for Officers and Directors of the Chapter Board	7
ARTICLE VIII – COMMITTEES	7
Section 2: Local Program Councils	8
Section 3: Other Committees	9
ARTICLE IX – CONFLICT OF INTEREST	9
Section 1: General	9

Section 2: Disclosure of Conflict of Interest	9	
ARTICLE X – AMENDMENTS	9	
Section 1: Amendments	9	
Section 2: Review of Chapter Bylaws	9	
ARTICLE XI – DISSOLUTION	10	
Section 1: Dissolution of the Chapter	10	
Section 2: Chapter Assets	10	
ARTICLE XII – MISCELLANEOUS PROVISIONS	10	
Section 1: Execution of Contracts	10	
Section 2: Fiscal Year	10	
Section 3: Effect of Bylaws	10	
Appendix A		11-13

ARTICLE I – NAME

The name of the Chapter shall be ACHE - Nevada Chapter 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 ACHE – Nevada Chapter, 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 therefore 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 hold membership in the Chapter.

Membership in the Chapter shall agree to abide by the ACHE Code of Ethics (Appendix A) and the Chapter Bylaws.

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 consistent with 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.

ARTICLE IV – DUES

The Chapter shall not charge local dues for membership in the local Chapter. Dues shall be charged by and paid to ACHE national 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 national.

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. Robert's Rules may be suspended by majority vote when it is deemed necessary to facilitate the conduct of business.

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 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

(See ACHE – Nevada Chapter Board Leadership Manual for position descriptions)

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.

Section 3: Eligibility of Officers

Officers must be members of the Chapter who have completed at least one term (2 years) as a Director.

Section 4: Board Composition

The Chapter Board shall consist of up to five elected Officers, as specified in Article VI, section 10, and. There will also be up to 12 more elected Directors with voting rights. In addition, any Regent of ACHE who is a member of the Chapter shall be an ex officio, voting member of the Chapter 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 Officers shall commence on January 1st and shall continue for a period of one year, or until replaced by a subsequent election. The term of office for Directors shall commence on January 1 and shall continue for a period of two years, or until replaced by a subsequent election. Directors and Officers may not serve consecutive terms in the same role without being voted in. 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, Directors, and Non-Voting Representatives

The Chapter shall have up to five Chapter Officers, as follows:

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.

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.

Chapter Vice President: The Vice President shall be responsible for supporting the President and President-Elect as needed while overseeing Chapter responsibilities and serving on various committees.

Chapter Secretary: The Secretary shall be responsible for the maintenance of all corporate records, minutes, and documents. In addition the Secretary shall maintain the chapter website.

Chapter Treasurer: The Treasurer shall receive and disperse the funds of the Chapter. The Treasurer shall keep and preserve proper vouchers and books of account, which shall be open to inspection by an active member. All checks drawn upon the funds of the Chapter shall require the signature of the Treasurer and President or President-Elect.

Officers: The President, President-Elect, Vice President, Secretary, and Treasurer.

Directors: The Chapter may have up to 17 Directors and Officers – each with Chapter voting rights. At least three Directors shall be elected to serve from outside Clark County.

Non-Voting Representatives: The President or Board may appoint non-voting faculty and study representatives / liaisons from Higher Education Network and other healthcare administration programs, as well as Veteran’s Affairs or military facilities.

Administrator: The Chapter Administrator shall serve as liaison to ACHE as well as provide administrative support.

Vacancies in Elected Offices: Should a vacancy occur in any elected office, the Executive Committee, at its next regularly scheduled meeting, shall appoint an individual to fill the vacancy for the incomplete term.

ARTICLE VII – ELECTIONS

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

Chapter Officers and any Directors required to fill any vacancies shall be elected annually. Chapter Officers and Directors shall be elected by secret ballot either at a meeting of chapter members or via electronic mail. The exception to this will be when there is only one candidate for an office, in which case the Chapter Board President shall call for election of the candidate, by acclamation. When there are two or more candidates for an office, a majority vote of members shall constitute an election.

ARTICLE VIII – COMMITTEES

Section 1: Standing Committees

The standing and ad hoc committees are as follow:

- Nominating Committee
- Audit Committee
- Program / Social Committee
- Membership Committee
- Certification Committee
- Mentorship Committee
- Diversity and Inclusion Committee
- Higher Education Network Committee
- Communications Committee

1.1 Nominating Committee: The nominating committee shall consist of the two current Chapter Officers, one member appointed by the Chapter Board, and any Regent of ACHE who is a chapter member shall be an ex officio, voting member. The nominating committee shall present a proposed slate of Officers and Directors to the members of the chapter no later than 90 days prior to the meeting at which elections will be held. Subsequently, any eligible chapter member may place his or her name in nomination as an officer or director by submitting a petition with the signatures of no less than five (5) percent of the chapter membership requesting such nomination. The final slate shall be presented to chapter members by notice of a meeting of the membership no later than 60 days prior to the meeting.

1.2 Audit Committee: Unless the entire Board oversees the audit, the audit committee shall consist of two chapter members appointed by the Chapter Board. The audit committee shall arrange and supervise an annual audit of the Chapter in accordance with generally accepted accounting principles and practices.

1.3 Program/Social Committee

The Program/Social Committee shall work with the Board of Directors to offer education and networking programs to members. It shall assure that the Chapter offers at least the minimal number of ACHE supported Face-to-Face Continuing Education eligible events per year.

1.4 Membership Committee

The Membership Committee is responsible for analyzing and developing strategies for meeting new, potential, and existing member needs.

1.5 Certification Committee

The Certification Committee is responsible for analyzing and implementing strategies for advancing membership with achieving FACHE status.

1.6 Mentorship Committee

The Mentorship Committee is responsible for developing a program that focuses on the personal and professional development of its members.

1.7 Diversity and Inclusion Committee

The Diversity and Inclusion Committee will be responsible for developing policies and initiatives that foster an inclusive environment that recognizes the contributions and supports the advancement of all, regardless of race, ethnicity, national origin, gender, religion, age, marital status, sexual orientation, gender identity, or disability.

1.8 Higher Education Network Committee

The Higher Education Network Committee is responsible for supporting student organizations through programs which provide opportunities to receive ACHE publications, reduced fees for Congress, and a dedicated web area. The program agrees to encourage students to become Student Associates of ACHE and to advance to Member upon graduation.

1.9 Communications Committee

The Communications Committee is responsible for the publication and distribution of the newsletter and all other materials through traditional media as well as our Chapter website and Social Media platforms.

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 President may, with the concurrence of the Chapter Board of Directors, establish, specify duties, and appoint chapter members to other committees as may 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

(See Conflict of Interest Policy and Whistleblower Protection Policy)

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 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) 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.

Section 4: Travel

(See Travel and Expense Reimbursement Policy and Procedures)

The Chapter may reimburse designated Chapter Officers/Directors for travel, registration, and other necessary expenses to attend ACHE national meetings and Chapter meetings and events. Only reasonable expenses shall be reimbursed subject to expense reimbursement policies.

APPENDIX A

ACHE Code of Ethics

(Subject to revision – see www.ache.org for most current version)

PREAMBLE

The purpose of the Code of Ethics of the American College of Healthcare Executives is to serve as a standard of conduct for members. It contains standards of ethical behavior for healthcare executives in their professional relationships. These relationships include colleagues, patients or others served; members of the healthcare executive's organization and other organizations; the community; and society as a whole.

The Code of Ethics also incorporates standards of ethical behavior governing individual behavior, particularly when that conduct directly relates to the role and identity of the healthcare executive.

The fundamental objectives of the healthcare management profession are to maintain or enhance the overall quality of life, dignity and well-being of every individual needing healthcare service and to create an equitable, accessible, effective and efficient healthcare system.

Healthcare executives have an obligation to act in ways that will merit the trust, confidence and respect of healthcare professionals and the general public. Therefore, healthcare executives should lead lives that embody an exemplary system of values and ethics.

In fulfilling their commitments and obligations to patients or others served, healthcare executives function as moral advocates and models. Since every management decision affects the health and well-being of both individuals and communities, healthcare executives must carefully evaluate the possible outcomes of their decisions. In organizations that deliver healthcare services, they must work to safeguard and foster the rights, interests and prerogatives of patients or others served.

The role of moral advocate requires that healthcare executives take actions necessary to promote such rights, interests and prerogatives.

Being a model means that decisions and actions will reflect personal integrity and ethical leadership that others will seek to emulate.

I. THE HEALTHCARE EXECUTIVE'S RESPONSIBILITIES TO THE PROFESSION OF HEALTHCARE MANAGEMENT

The healthcare executive shall:

- A. Uphold the Code of Ethics and mission of the American College of Healthcare Executives;
- B. Conduct professional activities with honesty, integrity, respect, fairness and good faith in a manner that will reflect well upon the profession;
- C. Comply with all laws and regulations pertaining to healthcare management in the jurisdictions in which the healthcare executive is located or conducts professional activities;

- D. Maintain competence and proficiency in healthcare management by implementing a personal program of assessment and continuing professional education;
- E. Avoid the improper exploitation of professional relationships for personal gain;
- F. Disclose “ and when appropriate, avoid“ financial and other conflicts of interest;
- G. Use this Code to further the interests of the profession and not for selfish reasons;
- H. Respect professional confidences;
- I. Enhance the dignity and image of the healthcare management profession through positive public information programs; and
- J. Refrain from participating in any activity that demeans the credibility and dignity of the healthcare management profession.

II. THE HEALTHCARE EXECUTIVE'S RESPONSIBILITIES TO PATIENTS OR OTHERS SERVED

The healthcare executive shall, within the scope of his or her authority:

- A. Work to ensure the existence of a process to evaluate the quality of care or service rendered;
- B. Avoid practicing or facilitating discrimination and institute safeguards to prevent discriminatory organizational practices;
- C. Work to ensure the existence of a process that will advise patients or others served of the rights, opportunities, responsibilities and risks regarding available healthcare services;
- D. Work to ensure that there is a process in place to facilitate the resolution of conflicts that may arise when values of patients and their families differ from those of employees and physicians;
- E. Demonstrate zero tolerance for any abuse of power that compromises patients or others served;
- F. Work to provide a process that ensures the autonomy and self-determination of patients or others served;
- G. Work to ensure the existence of procedures that will safeguard the confidentiality and privacy of patients or others served; and
- H. Work to ensure the existence of an ongoing process and procedures to review, develop and consistently implement evidence-based clinical practices throughout the organization.

III. THE HEALTHCARE EXECUTIVE'S RESPONSIBILITIES TO THE ORGANIZATION

The healthcare executive shall, within the scope of his or her authority:

- A. Provide healthcare services consistent with available resources, and when there are limited resources, work to ensure the existence of a resource allocation process that considers ethical ramifications;
- B. Conduct both competitive and cooperative activities in ways that improve community healthcare services;
- C. Lead the organization in the use and improvement of standards of management and sound business practices;
- D. Respect the customs, beliefs and practices of patients or others served, consistent with the organization's philosophy;
- E. Be truthful in all forms of professional and organizational communication, and avoid disseminating information that is false, misleading or deceptive;

- F. Report negative financial and other information promptly and accurately, and initiate appropriate action;
- G. Prevent fraud and abuse and aggressive accounting practices that may result in disputable financial reports;
- H. Create an organizational environment in which both clinical and management mistakes are minimized and, when they do occur, are disclosed and addressed effectively;
- I. Implement an organizational code of ethics and monitor compliance; and
- J. Provide ethics resources and mechanisms for staff to address ethical organizational and clinical issues.

IV. THE HEALTHCARE EXECUTIVE'S RESPONSIBILITIES TO EMPLOYEES

Healthcare executives have ethical and professional obligations to the employees they manage that encompass but are not limited to:

- A. Creating a work environment that promotes ethical conduct;
- B. Providing a work environment that encourages a free expression of ethical concerns and provides mechanisms for discussing and addressing such concerns;
- C. Promoting a healthy work environment, which includes freedom from harassment, sexual and other, and coercion of any kind, especially to perform illegal or unethical acts;
- D. Promoting a culture of inclusivity that seeks to prevent discrimination on the basis of race, ethnicity, religion, gender, sexual orientation, age or disability;
- E. Providing a work environment that promotes the proper use of employees' knowledge and skills; and
- F. Providing a safe and healthy work environment.

V. THE HEALTHCARE EXECUTIVE'S RESPONSIBILITIES TO COMMUNITY AND SOCIETY

The healthcare executive shall:

- A. Work to identify and meet the healthcare needs of the community;
- B. Work to support access to healthcare services for all people;
- C. Encourage and participate in public dialogue on healthcare policy issues, and advocate solutions that will improve health status and promote quality healthcare;
- D. Apply short- and long-term assessments to management decisions affecting both community and society; and
- E. Provide prospective patients and others with adequate and accurate information, enabling them to make enlightened decisions regarding services.

VI. THE HEALTHCARE EXECUTIVE'S RESPONSIBILITY TO REPORT VIOLATIONS OF THE CODE

A member of ACHE who has reasonable grounds to believe that another member has violated this Code has a duty to communicate such facts to the Ethics Committee.

ADDITIONAL RESOURCES

Available on ache.org or by calling ACHE at (312) 424-2800.

1. ACHE Ethical Policy Statements

"Considerations for Healthcare Executive-Supplier Interactions"

"Creating an Ethical Culture Within the Healthcare Organization"

"Decisions Near the End of Life"

"Ethical Decision Making for Healthcare Executives"

"Ethical Issues Related to a Reduction in Force"

"Ethical Issues Related to Staff Shortages"

"Health Information Confidentiality"

"Impaired Healthcare Executives"

"Promise Making, Keeping and Rescinding"

2. ACHE Grievance Procedure

3. ACHE Ethics Committee Action

4. ACHE Ethics Committee Scope and Function