

Triangle Healthcare Executives' Forum Bylaws

Article I-Chapter Name

Section I: Name

The name of the Chapter shall be "Triangle Healthcare Executives' Forum", 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 "THEF". The American College of Healthcare Executives will be identified as "ACHE". Local Program Councils ("LPC") (see Article IX for definition) may be established by THEF to more effectively achieve its mission, and LPCs will be governed by THEF Bylaws so that formal linkages to ACHE and THEF can be maintained.

Article II-Chapter Mission, Vision, Affiliation & Identity

Section 1: Mission and Vision

The mission of THEF is to facilitate professional development for healthcare leaders in the region and prepare them to shape local, regional and national healthcare management practices.

THEF's Vision is to be the preeminent professional membership association for advancing healthcare leaders in the region.

Section 2: Affiliation with ACHE

So long as THEF remains a Chapter of the ACHE, THEF 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 THEF in meeting its purpose. All such payments shall be made in accordance with the Bylaws.

Section 3: Organizational Identity

THEF is a distinct, separate entity from ACHE. THEF is responsible for maintaining the Chapter's financial records, filing appropriate notices and forms with the state and federal authorities, and maintaining necessary insurance coverage for the Chapter. THEF will maintain necessary insurance coverage via ACHE and shall not be liable for the debts and obligations of ACHE.

Article III-Chapter Membership

Section 1: Membership Eligibility

All ACHE affiliates located within THEF's currently assigned geographic territory shall be members of THEF. Only ACHE affiliates are eligible to hold membership in THEF. THEF's currently assigned geographic territory includes the North Carolina counties of:

Beaufort, Bertie, Camden, Carteret, Caswell, Chatham, Chowan, Craven, Currituck, Dare, Duplin, Durham, Edgecombe, Franklin, Gates, Granville, Greene, Halifax, Hertford, Hyde, Johnston, Jones, Lee, Lenoir, Martin, Nash, Northampton, Onslow, Orange; Pamlico, Pasquotank, Perquimans, Person, Pitt, Tyrrell, Vance, Wake, Warren, Washington, Wayne, and Wilson. Local Program Council membership will be assigned by THEF.

THEF members will also be members of the Eastern NC Healthcare Executives Group, THEF's Local Program Council if they reside in any of the following counties:

Beaufort, Bertie, Camden, Carteret, Chowan, Craven, Currituck, Dare, Duplin, Edgecombe, Gates, Greene, Halifax, Hertford, Hyde, Jones, Lenoir, Martin, Nash, Northampton, Onslow, Pamlico, Pasquotank, Perquimans, Pitt, Tyrrell, Warren, Washington, Wayne, and Wilson.

Section 2: Establishment of Membership

Membership in THEF shall become effective when ACHE assigns an ACHE affiliate to THEF based on the location of the affiliate in accordance with ACHE procedures. Only members of THEF shall have the right to vote. A voting member shall be entitled to one vote for each distinct voting action. THEF membership may be unilaterally terminated by THEF for Code of Ethics (ACHE) violations. Membership categories in THEF shall be identical to ACHE membership categories currently in effect. A THEF member may resign membership at any time by providing written notice to ACHE.

Article IV-Chapter Dues

Section 1: Dues and Nonpayment of Dues

THEF shall not charge dues for membership. Dues shall be charged by and paid to ACHE in accordance with ACHE's dues schedule in force at the time. Membership shall be suspended for nonpayment of dues at a time consistent with and in accordance with, the policies and procedures of ACHE. The chapter will not recognize the FACHE credential per ACHE Regulations Governing Admission, Advancement and Recertification if dues are not paid.

Article V-Chapter Meetings

Section 1: Business and Fiscal Year

THEF shall conduct its business based on a calendar year beginning January 1 and ending December 31. THEF's financial accounting and fiscal year shall also be based upon the January 1- December 31 of the calendar year.

Section 2: Membership Meetings and Seminars

General membership meetings of THEF membership shall be called from time to time as determined by its Officers and Board, but no fewer than one (1) annual general membership meeting annually. General membership meetings and THEF business may be conducted in conjunction with other THEF-sponsored seminars. Seminars shall be conducted throughout the year for purposes of professional education, knowledge-sharing, collegial communication, matters of local, state, and national healthcare interest, and other topics which are in keeping with THEF's Mission and Vision. THEF meetings shall generally be conducted in accordance with *Robert's Rules of Order Newly Revised* (latest edition); if there is disagreement between THEF Bylaws provisions and Robert Rules, THEF Bylaws shall take precedence. Attendance at any given THEF general membership meeting may be permitted for non-THEF attendees at the discretion of the Officers and Board; only THEF members are permitted to vote during meetings and must be identified as members if a vote needs to be taken. Notices of meetings and/or seminars must be sent to all membership at least five (5) days, but not more than 60 days, in advance of the THEF annual meeting. Such notices may be sent by electronic or other available means.

Section 3: Special Meetings

Special membership meetings may be called at any time by the Officers and Board, or upon the signature request of at least ten (10) percent of THEF's membership.

Section 4: Vote Eligibility and Quorum

Only THEF members in good standing shall have the right to vote. THEF may use in-person, written, and/or electronic voting methods as permitted under applicable law and regulation. For purposes of voting action, a quorum shall consist of at least three (3) THEF non-Board members plus at least a simple majority of the current THEF Officers and Board membership.

Article VI-Chapter Board of Directors

Section 1: Board Authority

The administration of THEF shall be managed by its elected Officers and Directors and will be called the Chapter Board. The Chapter Board shall have authority and responsibility for supervising the general operation of THEF in accordance with its Mission as stated in Article II.

Section 2: Eligibility of Directors.

Director, Secretary and Treasurer Positions must be current members of THEF or another ACHE Chapter.

Section 3: Eligibility of Office for President and President Elect

President-Elect must be a member of THEF or another ACHE chapter who has completed at least one (1) term as a Director, Secretary or Treasurer.

Section 4: Board Composition

1. The THEF Board shall consist of six (6) elected THEF Officers (Article VI, Section 5, Title 1) and at least four (4) elected Directors (Article, VI, Section 5, Title 2). In addition, the current North Carolina Regent of ACHE who is a member of THEF shall be an ex-officio voting member of the THEF Board. A majority of Officers and Directors should be Fellows or actively pursuing Fellowship status.

Section 5: Chapter Board

1. Officers of THEF shall be a President, President Elect, Treasurer, Secretary, Immediate Past President and Local Program Council Director. They shall be elected annually. There is a consecutive three (3) term limit. An Officer may be removed from office with a two-thirds (2/3) vote of the Chapter Board at any time.
2. Directors of THEF shall be Communication Chair(s), Education Chair(s), Membership Chair(s), Sponsorship Chair(s), and the Chairs of any other Committee established by the Board. They shall be elected annually. There is a consecutive three (3) term limit. A Director may be removed from office with a two-thirds (2/3) vote of the Chapter Board at any time.
 - 2.1. All Officers and Directors shall be elected for a term of one year beginning January 1st and ending December 31st. A vacancy in an office shall be filled for an unexpired term, upon election by a majority of the Chapter Board.

3. The following shall be the duties of each Officer:

- 3.1. The President shall preside over all meetings of THEF and shall be an ex-officio member of all committees. The President shall, in consultation with the Officers of THEF, establish the agenda for meetings and appoint special committees as necessary. The President shall serve as spokesperson for THEF including representing the organization to key constituents and to other organizations. The President serves as the official liaison with ACHE as well as ex-officio to ACHE's Regents Advisory Council. In the absence of the President, the President Elect shall exercise the powers of the President.
- 3.2. The President-Elect, in absence of the President, or in the case of his/her inability to act, may exercise the functions of the President. The President-Elect will succeed the President in the subsequent year unless a special election is called by the Chapter Board. The President-Elect shall perform such additional duties as may be assigned by the President, including oversight of the THEF strategic plan.
- 3.3. The Treasurer shall have general supervision over the care and custody of any funds and property of THEF. He/she shall keep full and accurate accounts of all revenues and expenses of THEF and shall present financial reports to the Chapter Board at least semi-annually. The Treasurer or his/her designee will be responsible for ensuring the collection of the funds at THEF events. The Treasurer will manage funds received from membership dues and coordinate the list of members with the Membership Chair(s). The Treasurer will file business, insurance and tax-related forms as needed. The Treasurer must possess financial expertise or have routine access to such expertise.
- 3.4. The Secretary shall keep the minutes of the Chapter Board. He/she will keep documents and ensure that corporate paperwork is maintained and filed as needed. Official files and records of THEF shall be kept secure and under the supervision of the Secretary.
- 3.5. The Immediate Past President shall serve as ex-officio to the THEF Board and will be a voting member of the Chapter Board.

4. The following shall be the duties of each Director:

- 4.1. The Communication Chair(s) promote seminars and special events. The Chair and his/ her team are responsible for maintaining an accurate and comprehensive website, newsletter and social media accounts. The Chair and his/her team create brochures and other marketing materials as needed and work with all chairs to ensure a consistent message is sent to the membership of THEF.
- 4.2. The Education Chair(s) shall plan content and arrange the speakers/programs for seminars. The Chair(s) and

his/her team obtain pre-approval of continuing education credits from ACHE as applicable. The Chair and his/her team work with the Treasurer to manage registration and fee collection.

- 4.3. The Membership Chair(s) formulate and oversee the membership application process. The chair and his/ her team focus on recruiting new members and organize membership drives as appropriate. In addition, the Chair(s) manage the membership list and coordinates maintain an accurate record of active members in collaboration with the Treasurer.
- 4.4. The Sponsorship Chair(s) develop contacts and relationships to ensure financial and other support for seminars and events. The Chair(s) and his/her team develop and enforce sponsorship policies/guidelines and contact potential sponsors.

Section 6: Chapter Board Meetings

Regular meetings of the THEF Board shall be held at least four (4) times during a year at such time, place, and mode of meetings as the President' may determine. The President, or any four (4) Board members, may also call special meetings of the Board. Notice of any regular or special meeting of Chapter Board shall be given to each Officer and Director ten (10) business days prior to the meeting, if notice is delivered by U.S. mail, or five (5) business days prior to the meeting if notice is delivered by electronic mail. Any Director may waive notice of any meeting.

Section 7: Chapter Board Quorum

For purposes of voting and conducting business, a quorum is required (attendance in person, by telephone, or electronic communication). A quorum is at least the President or President-Elect and at least three (3) other Officers or Directors. If an Officer or a Director is declared (or self-declared) to have a conflict of interest in a particular matter, the Officer or Director must abstain from voting on that matter and may also be asked to not take part in the Board's discussion of that matter.

Section 8: Chapter Board Actions

Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the act of the majority of those Officers and 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 THEF. The THEF Board may not vote by proxy. In the event of a tie vote, the THEF President shall break the tie.

Article VII-Chapter Elections

Section 1: Elections for Officers and Directors of Chapter Board

Chapter Officers and any Directors required to fill any vacancies shall be elected annually. Chapter Officers and Directors shall be elected either at a meeting of chapter members or by electronic means approved by THEF except 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 (2) or more candidates for an office, a majority vote of members voting shall constitute an election.

Article VIII-Chapter Committees

Section 1: Governance and Planning Committee

Nominations, appointments, and/or elections shall be concluded annually by November 30th. The Committee shall have oversight of the planning and development of all activities of THEF. It shall ensure that programs of high quality and interest to the membership are planned and developed. These shall be in accordance with the stated purposes of THEF and as required by ACHE.

Section 2: Nominating Committee

The nominating committee shall consist of the two (2) current Chapter Officers, one (1) 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 will present a proposed slate of Board members no earlier than 90 days prior to the meeting at which elections will be held to the General Membership, and call for a majority vote on specific positions, as necessary. Subsequently, any eligible chapter member may place his or her name in nomination as an Officer or Director. The final slate shall be presented to chapter members by notice of a meeting of the membership no later than 5 business days prior to the meeting.

- 2.1. In the absence of election by acclamation, a General Membership vote will be called for when:
 - 2.1.1. President-Elect, Treasurer and Secretary positions: There are two or more candidates for a position on the proposed slate of Board members.
 - 2.1.2. Committee Chair positions: There are two candidates for a position on the proposed slate of Board members, and co-leadership by a Co-Chair or Chair-Elect is not appropriate for the Committee.
- 2.2. The Nominating Committee may propose a Co-Chair or Chair-Elect position for Committee leadership, as appropriate. If a Co-Chair is proposed, this individual will jointly lead the Committee. If a Chair-Elect is proposed, this individual will assist the Chair in leading the Committee and be the preferred Chair nominee

for the Committee the following year, to promote continuity and succession planning. There is a maximum of two leadership positions for any committee.

Section 3: Special Committees

There shall be appointed special committees with such duties as may be designated from time to time by the President, in consultation with the other Officers of THEF.

Section 4 Budget Requirements

All Committees including Communication, Education, Membership, Sponsorship, Governance and Planning, Nominating and any other Committee established by the Board shall submit a proposed annual budget at most 30 days following the start of the fiscal year (January 1-December 31) to THEF for its review and approval.

Article IX-Chapter Local Program Councils

Section 1: Overview

Local Program Councils (LPCs) of THEF shall conduct chapter business within a defined geographic territory as determined by THEF. An LPC will have primary responsibility for arranging and sponsoring educational and networking events within its territory. Governance of the structure and activities of an LPC shall be in accordance with the policies and procedures of THEF and ACHE.

Section 2: Funds Management

Funds designated for LPCs will be held by THEF and may be commingled with other THEF funds. LPC- designated funds shall be managed and reported separately to the THEF Chapter Board and individual LPC. While ultimate responsibility for LPC funds falls to the Officers of THEF, there shall be good faith effort by THEF and LPC to partner in the management of the funds. Expenses may be incurred by an LPC in support of its mission, under guidelines established by THEF. The THEF Treasurer will pay those expenses in accordance with procedures established by THEF.

Section 3: Budget

Each LPC shall submit a proposed annual budget at most 30 days following the start of the fiscal year (January 1-December 31) to THEF for its review and approval.

Section 4: Income

Dues rebates provided by ACHE to THEF shall be appropriated to LPCs proportionate to the amount of ACHE dues collected within the LPC geographical territory.

Section 5: Shared Expenses

Expenses incurred by THEF on behalf of all THEF members, including members of LPCs, shall be shared by LPCs. Such expenses include but are not limited to newsletter production, website development, and web-based educational events. Shared expenses of other events and initiatives, such as Triangle-based on-site meetings, shall be determined on a case by case basis.

Section 6: Policies and Procedures

Each LPC shall be guided by its own policies and procedures as adopted by that LPC's members and reviewed and approved by the THEF Chapter Board. On an annual basis, THEF and LPC Officers will review LPC policies and procedures to assure consistency and compliance with THEF Bylaws.

Section 7: Chapter Conversion

If ACHE chapter status is awarded to a THEF LPC, funds designated for the LPC shall be transferred to the new Chapter by THEF.

Article X-Chapter Bylaw Changes

Section 1: Chapter Bylaws Amendments

Amendments to these By-Laws may be adopted by THEF by either of two procedures:

(1) by vote of two-thirds of the members present at any annual or special meeting; or (2) by a majority vote of the members of the THEF responding to an electronic ballot providing that each proposed amendment has been first electronically sent to the most recent address of each member at least 10 days prior to the final vote.

June 1, 1999

Amended August 28, 2001

Amended May 2007

Amended October 2007 to include combined membership

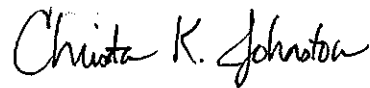
Amended October 2008

Amended with membership vote of approval August 15, 2011

Amended with membership vote of approval September 25, 2018

Christa Johnston, MBA, FACHE

President of THEF



September 25, 2018