

Kansas Association of Health Care Executives

Bylaws

Kansas Association of Health Care Executives Bylaws

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ARTICLE I - NAME

The name of the organization shall be the “Kansas Association of Health Care Executives,” herein referred to as KAHCE. KAHCE is an allied organization of the Kansas Hospital Association (KHA) and an independent chapter of the American College of Healthcare Executives (ACHE).

ARTICLE II – MISSION AND AFFILIATIONS

Section 1: Mission.

KAHCE’s mission is to be the professional membership society for health care executives in Kansas; to meet its members’ professional, educational and leadership needs; to promote high ethical standards and conduct; to advance health care leadership and management excellence; and to promote the mission of ACHE.

Section 2: Affiliations.

2.1 KAHCE is an independent chapter of the ACHE and shall operate in accordance with the ACHE chapter agreement in force at that time. 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 KAHCE in meeting its mission. All such payments shall be made in accordance with the Bylaws.

2.2 KAHCE is an Allied Organization of KHA and shall enter into agreements with KHA for purposes of supporting the administration of KAHCE and to coordinate and support the advocacy, education and informational efforts of KAHCE and KHA.

Section 3: Organizational Identity.

KAHCE is an independent chapter of ACHE. KAHCE will maintain financial records, file appropriate notices and forms with state and federal authorities, and maintain necessary insurance coverage according to the national chapter guidelines of ACHE. Neither KHA nor ACHE shall be liable for the debts and obligations of KAHCE. KAHCE shall not be liable for the debts and obligations of KHA or ACHE.

ARTICLE III – MEMBERSHIP

Section 1: Types of Membership.

There shall be two categories of membership: 1) active ACHE Affiliate; and 2) student.

1.1 Active: An Active Member of KAHCE shall be an affiliate of ACHE with an interest in and commitment to the profession of health care management. An Active KAHCE Member agrees to abide by the ACHE Code of Ethics and the KAHCE Bylaws.

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1.2 Student: To be eligible for student membership in KAHCE, a person shall be actively pursuing a bachelor's degree and have a commitment to the profession of healthcare management.

Section 2: Establishment of Membership.

Membership in KAHCE shall become effective when a completed formal application and designated dues payment, if required, has been received by ACHE and entered in the ACHE database.

Section 3: Eligibility to Vote.

Every active member shall be entitled to one vote on matters to come before KAHCE. Members may not vote by proxy. KAHCE may utilize any method of voting permitted by law.

ARTICLE IV – DUES

Section 1: Dues.

KAHCE 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. In the event ACHE changes their policy related to dues assessments at the local level, the KAHCE Board of Directors shall determine the annual chapter dues or special assessments to be charged.

Section 2: Nonpayment of Dues.

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

ARTICLE V – MEETINGS OF MEMBERS

Section 1: Business Meetings.

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

Section 2: Notice of Meetings.

Written or electronic 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.

Section 3: Quorum.

A quorum shall consist of a simple majority of the active members present and voting for the passage of any proposal, except as otherwise provided in these Bylaws.

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ARTICLE VI – BOARD OF DIRECTORS

Section 1: Administration.

The affairs of KAHCE shall be managed by elected officers and directors with support from KHA that will be called the KAHCE Board. The KAHCE Board shall have authority and responsibilities for supervising the general operation of KAHCE in meeting its mission as stated in Article II.

Section 2: Eligibility of Directors.

Directors must be dues paying members of ACHE who have completed one year of membership. The Student Representative is excluded from the one year of membership requirement, but must be a Student Associate Member of ACHE at the time of election to this position.

Section 3: Eligibility of Officers.

Officers must be dues paying members of KAHCE who have completed at least one term as a Director.

Section 4: Board Composition.

The KAHCE Board shall consist of at least five (5) elected Officers, as specified in Article VI, section 10, and at least five (5) elected Directors. KHA shall have a voting, ex-officio representation on the Board of Directors. The Board of Directors shall also include a Military Representative and a Student Representative. The Military Representative will meet all other eligibility requirements and will be a uniformed service member serving at a military installation within the State of Kansas. The Student Representative will meet ACHE Student Associate Member requirements and will be attending an undergraduate or graduate program at an institution within the State of Kansas. In addition, any Regent of ACHE who is a member of KAHCE shall be an ex officio voting member of the KAHCE Board. Each local program council chair or co-chair shall be represented on the Board either as a voting elected member or as an ex officio non-voting member, per the LPC charter.

Section 5: Board Meetings.

Regular meetings of the KAHCE Board shall be held at least two (2) times during a year at such time, place or mode of meetings as the President may determine. The President, or any three (3) other Board members, may call meetings of the Board.

Section 6: Notice.

Notice of any meeting of the Board of Directors shall be given to each Director at least five (5) days prior to the meeting. Any director may waive notice of any meeting.

Section 7: Quorum.

One-half of the voting members of the KAHCE 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.

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Section 8: Action of the Board.

Except as otherwise provided by law or these Bylaws, the act of a majority of those Directors present in person at a meeting, teleconference or by other electronic means for which a quorum participates, shall be the action of the KAHCE Board. The members of the KAHCE Board may not vote by proxy. In the event of a tie vote, the KAHCE Board President shall break the tie.

Section 9: Term of Office.

The term of Directors shall commence at the conclusion of the vote at the annual meeting and shall continue for a period of three years, or until replaced by a subsequent election. The terms of Directors shall be staggered such that no more than one third of the Directors shall commence their terms on the same date. The term of office for Officers shall commence on January 1st and shall continue for a period of one year, or until replaced by a subsequent election. The elected Military Representative and Student Representative Directors shall serve one year terms. Directors and Officers may not serve more than two consecutive terms, with the exception of the Office of Treasurer, where for continuity of records and establishment of bank accounts, the Board of Directors may waive this requirement by motion prior to the annual general election. In the event of a vacancy, the KAHCE Board shall appoint an eligible member to fulfill the remainder of the term.

Section 10: Officers.

KAHCE shall have at least five Officers, as follows:

10.1 President. The KAHCE President shall be the chief executive of KAHCE, shall convene and preside over meetings of KAHCE Board or Meetings of Members, and shall serve as liaison with ACHE. As per ACHE requirements, the President shall participate, or delegate participation, in ACHE leadership activities. KAHCE will assist in covering the expenses of these activities if funds are available.

10.2 President-elect. The KAHCE President-elect shall substitute for KAHCE 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. The President-elect may serve as a chair of any committee.

10.3 Treasurer. The Treasurer shall be responsible for the preparation of periodic financial statements with support from KHA, if needed, as per the established agreement.

10.4 Past President. The Past President shall continue as an Officer and assist in leadership of the organization however necessary.

10.5 Secretary. The Secretary shall oversee chapter records, minutes, and documents and shall provide a periodic report of performance of the administrative function of the KHA support contract. This report shall be submitted to the Board at a minimum to coincide with the contract renewal date. The Secretary may serve as the chair of the Communications Committee.

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ARTICLE VII – ELECTIONS

Section 1: Elections for Officers and Directors.

Officers and Directors shall be elected annually. The election may be held by any method permitted by law. If held in person, the election may be a show of hands, by resolution of the members or poll. If an election of Directors is not held at the proper time, the elected Directors shall continue in office until their successors are elected.

Section 2: Vacancies.

In the event a vacancy occurs, a member shall be appointed to fill the position for the duration of the term. The appointment shall be upon recommendations of the Board and approval of the President. The President-elect, however, will fill the vacancy created by absence or loss of the President.

ARTICLE VIII – COMMITTEES

Section 1: Standing Committees.

There shall be three standing committees: the Executive Committee, the Nominating Committee and the Finance and Audit Committees. Other committees may be established by the Board at the suggestion of the President.

1.1 Executive Committee. The executive committee shall consist of elected Officers, including President, President-elect, Treasurer, Secretary and Immediate Past President. The KHA Liaison, or his/her designee, will be ex officio member of the KAHCE Executive Committee. The executive committee shall have oversight of chapter functions and/or special circumstances and shall be convened as needed by the president and/or by two-thirds vote of the Board. The executive committee shall function as the task group to periodically review and submit revisions of Bylaws to the Board.

1.2 Nominating Committee. The nominating committee shall consist of at least any two current KAHCE Officers and one member appointed by the KAHCE president, and any regent of ACHE who is a KAHCE member shall be an ex officio voting member. The nominating committee shall present a slate of Officers and Directors to the members of KAHCE no later than 30 days prior to the meeting at which elections will be held. Any eligible KAHCE member may place his or her name in nomination as an Officer or Director. The final slate shall be presented to KAHCE members by notice of a meeting of the membership or via email no later than 30 days prior to the start of the vote. Fifteen (15) days are allowed for voting if conducted electronically.

1.3 Finance and Audit Committee. The finance and audit committee shall consist of at least three KAHCE members appointed by the KAHCE President. The finance and audit committee shall review the financial records of KAHCE and/or arrange and supervise an annual internal audit of KAHCE in accordance with generally accepted accounting principles and practices.

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Section 2: Local Program Councils.

The KAHCE 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 KAHCE territory as determined by the KAHCE Board, including arranging and sponsoring educational and networking events.

2.1 Bi-state Kansas City Local Program Council. The Bi-state Kansas City Local Program Council shall be jointly sponsored by both KAHCE and Missouri Chapter of the American College Healthcare Executives. There shall be two co-chairs, one from the Missouri Chapter and one from the Kansas Chapter. The KCLPC Co-Chair from Kansas shall serve a one-year term and may serve a second consecutive term. The designated counties represented by this LPC for Kansas are: Douglas, Johnson, Leavenworth, Wyandotte, Atchison, Jefferson, Franklin and Miami.

ARTICLE IX – AMENDMENTS

Section 1: Amendments.

The Bylaws may be altered or amended by majority vote of the KAHCE Board.

Section 2: Review of Bylaws.

The executive committee shall periodically review chapter Bylaws at a minimum of every three (3) years and shall submit recommendations for revisions to the Board for approval. Prior to enactment or modification, Bylaws will be reviewed and approved by ACHE Chapter Services. ACHE and KAHCE shall maintain a record of all revisions to the Bylaws, including effective dates. The contractual agreement for administrative support by KHA shall include maintaining archives of electronic and/or paper records of Bylaws and revisions as well as minutes of meetings specifically related to revisions of Bylaws.

Section 3: Notice.

Prior to a vote on bylaws amendments, notice of proposed changes will be sent by mail or electronic form to all voting members of KAHCE twenty (20) days prior to the board meeting at which the vote will take place. Comments from members of KAHCE related to proposed changes should be submitted to the President of the Board.

ARTICLE X – CONFLICT OF INTEREST

Section 1: General.

The KAHCE Board and its Officers shall administer KAHCE affairs honestly and economically and exercise their best care, skill, and judgment for the benefit of KAHCE. KAHCE Officers shall exercise the utmost good faith in all transactions relating to their duties for KAHCE. In their dealings with and on behalf of KAHCE, they are held to a strict rule of honest and fair

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dealings with KAHCE. They shall not use their position, or knowledge gained there from, so that a conflict might arise between KAHCE interest and that of the individual.

Section 2: Disclosure of Conflict of Interest.

Each nominee for a KAHCE Board or committee position shall make written disclosure or recognition in the minutes 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.

ARTICLE XI – DISSOLUTION

Section 1: Dissolution.

The KAHCE may submit the recommendation for dissolution to ACHE following 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: Assets.

In the event of the dissolution of KAHCE, all assets remaining after the settlement of any debts and obligations shall be distributed to the Kansas Hospital Education and Research Foundation 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 KAHCE 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 KAHCE, 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 KAHCE 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 KAHCE Board.

Section 2: Fiscal Year.

The fiscal year shall commence on January 1 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 of Kansas and other applicable laws. Except as these Bylaws may be inconsistent with such laws, they shall regulate the conduct of the business and affairs of KAHCE with respect to all matters to which they relate.

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