

BYLAWS

OF THE

NATIONAL ASSOCIATION OF HEALTH SERVICES

EXECUTIVES

(NAHSE)

Adopted: February 18, 1977

Amended: May 1, 1992

Amended: April 30, 1994

Amended: October 11, 2002

Amended: October 13, 2015

Amended: October 10, 2019

Amended : October 13, 2022

parts and divisions thereof provided they are consistent with these Bylaws. When procedural or parliamentary questions and problems arise during sessions of the Board of Directors, they shall be referred to the Parliamentarian for study and opinion.

ARTICLE XVI: NON-DISCRIMINATION

SECTION 16.1 NON-DISCRIMINATION

All affairs of the Association shall be carried forth without discrimination as to race, gender, sexual orientation, creed, color, or national origin.

ARTICLE XVII: DISSOLUTION

SECTION 17.1 PROCEDURE

The Association may be dissolved in accordance with the procedure prescribed in the Code of Laws of the District of Maryland. The Board of Directors shall then approve a resolution recommending dissolution. Such resolution shall then be presented to the voting membership at a regular or special meeting provided notice of said meeting was delivered not less than thirty (30) days before the date of such meeting. A resolution to dissolve the Association shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by voting of the members present.

SECTION 17.2 DISTRIBUTION OF ASSETS

At any time when the dissolution of the Association is authorized, the Board of Directors then holding office shall distribute the assets of the Association remaining after the payment, satisfaction and discharge, or adequate provision therefore, of all liabilities and obligations of the Association to one or more corporations, societies, or organizations organized and operated not for profit, who, in the judgement of a majority of the directors in office, shall be deemed to further the field of community health services.

These Bylaws are approved on this 13th day of October, 2022.

By:

NAHSE Board Chair:



Deborah Lee-Eddie (Nov 2, 2022 21:00 EDT)

Deborah Lee-Eddie

NAHSE Secretary:



Chara Stewart (Dec 3, 2022 15:05 EST)

Chara Stewart Abrams

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BYLAWS AND REGULATIONS

OF

THE NATIONAL ASSOCIATION OF HEALTH SERVICES EXECUTIVES

ARTICLE I: NAME, PURPOSE, AND SEAL

SECTION 1.1 NAME

The name of the organization shall be the National Association of Health Services Executives, Inc. ("NAHSE" or the "Association").

SECTION 1.2 PURPOSE

The organization is formed and shall be operated for the purposes of elevating the quality of health care services rendered to minorities and underserved communities in the United States; to improve the quality of health care services rendered by institutions managed by members of minority races; to improve relationships among members of all races engaged in health care administration; to encourage capable members of minority races to enter the field of health care administration as a profession; to provide continuing education to its members in new developments in the profession of health care administration; to combat discrimination against members of minority races both in the providing of health care and in the administration of health care services in the United States and to promote and encourage a social and fraternal atmosphere for the members.

SECTION 1.3 SEAL

The seal of the Association shall be circular in form and bear on its outer edges the words "National Association of Health Services Executives" and in the center, the words, and figures, "Association Seal 1968, Baltimore, Maryland."

ARTICLE II: NATIONAL OFFICE AND DEFINITIONS

SECTION 2.1 NATIONAL OFFICE

The principal office of this Association shall be the National Office of this Association, or such address as determined by the Executive Committee.

SECTION 2.2 DEFINITIONS

As used in these Bylaws, the term:

1. "HEALTH SERVICES EXECUTIVES" shall mean those persons and that field of professional activity concerned with health services management and health and medical care delivery.
2. "LOCAL CHAPTER" shall mean the local units of the Association within the States and territories of the United States which comply with SECTION 4.1 hereof.

ARTICLE III: MEMBERSHIP

SECTION 3.1 ACTIVE MEMBERSHIP

Active membership shall be available to those persons of acceptable character, education, financial activity/investment and experience who are employed in the health services administration field, or who have executive or administrative responsibility for health care delivery, including teaching, or who are engaged in planning, consultation, legislation, publication and other activities related to health care services and its delivery, provided:

1. Such person(s) is not interested in NAHSE solely for personal gain or employment; and
2. Such person(s) do not or have not demonstrated moral, philosophical, or ideological views or directions and actions contrary to the goals and objectives of NAHSE.

SECTION 3.2 CLASSIFICATION OF MEMBERSHIP

NAHSE is divided into two or more classes of members. The designation of each class of member, the qualifications, and rights of the members of each class, and the conferring, limiting, or denying of the right to vote are set forth in these Bylaws.

SECTION 3.3 PERSONAL MEMBERS

Personal membership is divided into two types: Personal Member and Student Member.

Personal Member

Personal members are persons with a background in health and medical care administration, having successfully completed an approved program in hospital administration, and/or health services administration, business administration, public health, medicine, economics, and other related collegiate or graduate degrees deemed appropriate by the Board of Directors or persons with a background in health and medical care administration and health services delivery systems having experience in these fields that can be considered adequate to have attained an in-depth knowledge of the chosen area of endeavor.

Student Members

Student members are students of approved programs in those fields mentioned in Personal member and other fields deemed appropriate by the Board of Directors. Student members are eligible for personal membership upon the successful completion of the academic program and having had one year's experience in his or her chosen field.

SECTION 3.4 ASSOCIATE MEMBERS

Associate members are persons or entities interested in supporting the goals and objectives of NAHSE but are neither eligible for personal nor institutional membership. Associate members must be a member of the nearest Local Chapter, in addition to being a member of the Association.

SECTION 3.5 INSTITUTIONAL MEMBERS

Institutional members are organizations and agencies which are interested in and support the programs, aims and goals of NAHSE and are desirous of contributing to its cause either in the form of financial support or other in-kind aid. The rights and privileges of the Institutional members are determined solely by the Board of Directors. Institutional members can be members of the Local Chapter only with the approval and under the guidelines set down by the Local Chapter. Institutional members include organizations such as hospitals; medical centers, neighborhood health centers, group practices, health care systems, health insurance companies, managed care entities, coordinated care entities and all other organizations supporting the purposes of NAHSE.

SECTION 3.6 APPLICATIONS FOR MEMBERSHIP

All applications for membership, after review and recommendation by the Membership Committee, shall be accepted or rejected by the Board of Directors based on the criteria established by these Bylaws which shall be germane to the purpose stated in the Articles of Incorporation and equally enforced as to all members of the same class. All applicants for membership shall complete and sign the forms provided by the Association and submit the application to the National Office.

SECTION 3.7 REINSTATEMENT

A former member may be reinstated upon payment of a current year's dues with the final approval of the Membership Committee provided that the membership was not terminated pursuant to SECTION 3.9.

SECTION 3.8 RESIGNATION

Any member may resign by filing a written resignation with the Chief Executive Officer of the Association and the National Office.

SECTION 3.9 REJECTION OR TERMINATION

In its own discretion and in the best interest of the Association, the Board of Directors by a two-thirds vote of those present at any official meeting, may deny membership to any person or entity. Under the same circumstances, the Board of Directors may reject renewal of membership or terminate a membership. The reasons for rejection or termination of a membership shall be stated in writing and filed with the Secretary of the Association. A copy of said reasons shall be sent by registered mail or electronic email to the applicant or member. The said applicant or member shall have the right to respond in writing in a letter addressed to the Board of Directors within ten (10) days after receipt of the notification. After consideration of said applicant's or member's response, the Board of Directors may alter or affirm its prior decision. Notice of such reconsideration shall be sent to the applicant or member and no further appeal will be allowed. A person or agency whose membership is rejected shall be entitled to a prorated return of membership dues. The Parliamentarian shall set a rule on parliamentary procedures to ensure proper and expeditious use of the Association's time.

ARTICLE IV: LOCAL CHAPTERS

SECTION 4.1 LOCAL CHAPTERS

Chapters of NAHSE shall be local units of the national body, within the states and territories of the United States. The Local Chapter shall be subject to the general supervision and control of the Association in that each Local Chapter shall maintain a uniform accounting and financial reporting system devised by the Association and shall adopt articles of incorporation, Bylaws, constitutions, or other governing documents approved by the Association's Board of Directors. A Local Chapter shall remain a Local Chapter of NAHSE so long as it conforms to these Bylaws and to reasonable regulations adopted by the Board of Directors. Any Local Chapter which in the opinion of the Board of Directors has or is engaged in conduct or activities detrimental or injurious to the national body or exhibits or espouses a philosophy or a course of action at variance with the purpose of NAHSE, as stated in these Bylaws and the Articles of Incorporation, shall be governed in accordance with SECTION 4.6.

SECTION 4.2 REGULATIONS – GENERAL

The Bylaws, rules, regulations, and policies of the Local Chapter shall be consistent with the Bylaws, rules, regulations, and policies of the National Association. The regulations regarding granting of charters to the Local Chapter and the revocation of same, the territorial jurisdiction of the Local Chapter, the relationship of the Local Chapter to the national body, and the compliance by the Local Chapter with the policies and rules of NAHSE shall be as determined and revised by the Board of Directors as appropriate. The President and the governing body of the Local Chapter shall fulfill governance training as required by Board of Directors.

SECTION 4.3 REGULATIONS – ELECTION PROCEDURES

Such regulations shall require that each Local Chapter shall adhere to democratic principles of election in the election of the President and governing body of the Local Chapter, who shall be agents of the Association, including the following:

1. Appropriate and adequate steps shall be taken by each Local Chapter to ensure the entire Local Chapter membership body is provided an opportunity to participate in the election of the President and members of the governing body of the Local Chapter.
2. Any classification of members based on different financial contributions shall not affect the voting rights of Local Chapter members, each of whom shall be entitled to vote; and
3. Appropriate and adequate procedures to provide adequate notice of Local Chapter meetings shall be adopted, ensuring availability of the Local Chapter membership body to present nominees for Local Chapter offices.

SECTION 4.4 GRIEVANCE PROCEDURES

Members of any Local Chapter may submit written allegations by mail or electronic mail to the Board of Directors that the procedures of the Local Chapter for the admission of members or for the selection of the President and governing body are contrary to the principles expressed in the Association's Bylaws or Charter. The Board of Directors shall, upon receipt of any such allegations, within sixty (60) days, either itself investigate, or cause any entity to investigate, the procedures, and, if such allegations are substantiated, shall have power to require the elimination of any practice or procedure found to be in

violation of such principles.

SECTION 4.5 NEW LOCAL CHAPTER FORMATION

A group of a minimum of seven (7) individuals requesting to establish a Local NAHSE Chapter shall petition for chapter formation to the National Office on forms provided for that purpose. They shall submit with the petition a complete roster of the prospective membership which shall include the name, title, organization, address, phone number and email of business of each prospective member, copies of the proposed Local Chapter charter and Bylaws in such numbers as the committee may require, a fee schedule for Personal and Student membership, and such other information as the committee may require.

Within thirty (30) days of its receipt, the Chair of the Council of Chapter Presidents shall forward a copy of the petition and the membership roster of members of the proposed Local Chapter along with his or her recommendations of acceptance or denial to the Board of Directors for a final decision. No decision regarding a petition shall be made unless all information required is received by the Board of Directors. The Board of Directors shall deny a petition based upon the following grounds:

1. The application does not comply with requirements of the application form;
2. The membership roster is not complete;
3. The applicant has failed to enter into an Affiliation Agreement;
4. The principal leaders of the petitioning group or a significant number of its members have engaged in activities which have or would have resulted in a revocation of a Local Chapter charter or expulsion of a member;
5. The applicants have within the past 12 months, been denied a charter by the Membership Committee or the Board of Directors; and
6. The new Local Chapter would unreasonably conflict with an existing Local Chapter in some other area.

The Board of Directors shall, by majority vote, approve or deny the petition based upon the materials presented and any other information it may have, at a regular or special meeting or by mail or electronic ballot.

SECTION 4.6 REVOCAION OF CHARTER

If the Chair of the Council of Chapter Presidents has reason to believe that a Local Chapter has violated, or is violating any provisions of the charter, Bylaws, or any policies or regulations adopted by the Board of Directors, it shall communicate the facts respecting such violation to the Board of Directors together with its recommendation for appropriate action with respect thereto. If the Board of Directors, or any committee of the Board as it may designate, upon a hearing by the Board, or upon recommendation by any committee of the Board which shall conduct the hearing, shall determine that the facts constitute probable grounds for revocation of the charter of any Local Chapter, the Board of Directors may revoke the charter of any such Local Chapter or may suspend all or any part of the continuing activities of the Local Chapter as may be appropriate given the violation in question. If, in any case pending the final hearing, it shall appear to the Board of Directors that irreparable injury to the Association will result from permitting the continuation of the practices constituting the violation, the Board and officers of the Local Chapter may be suspended, pending final action of the Board.

SECTION 4.7 LAPSE OF CHARTER

The charter of a Local Chapter shall lapse if within one year's time the Local Chapter has:

1. Failed to hold a meeting; or
2. Failed to hold an election of officers, as prescribed by local Bylaws; or
3. Failed to pay dues to the Association; or
4. Failed to hold an educational activity.

When such information comes to the attention of the Board of Directors, it shall forthwith dispatch a letter to the Local Chapter President and principal leaders of the Local Chapter informing them of their failure to complete one or more of the activities listed above. The Local Chapter shall be allowed sixty (60) days from the dispatch of the letter within which to show cause why its Local Chapter should not lapse or to take action to correct the condition which would cause the charter to lapse. If, in the opinion of the Board of Directors, the condition is not corrected, or if the Local Chapter fails to show cause as to why its charter should not lapse, the Board of Directors shall inform the Local Chapter in writing, that its charter shall be deemed lapsed as of the date of said writing. There shall be no appeal or reconsideration of the decision of the Board of Directors that a charter should lapse; however, the Board may grant the Local Chapter reasonable extensions of the time beyond the original sixty (60) days within which to correct its condition. Once a charter has lapsed, the members of the lapsed Local Chapter may at any time petition for a new charter pursuant to this article.

SECTION 4.8 ACCOUNTS

The Board of Directors shall regularly direct that the accounts of each Local Chapter be audited or reviewed by a competent certified or otherwise recognized public accountant wherever possible. Where the services of a certified or other competent public accountant are not readily available within the Local Chapter jurisdiction or where the size and nature of the accounts would make an audit or review by such certified or other competent public account impractical by reason of cost, the accounts shall be certified by a qualified and responsible person in the community other than a fiscal officer of the Local Chapter.

SECTION 4.9 FISCAL YEAR

The fiscal year of each Local Chapter shall commence on the first day of January and shall end on the thirty-first day of December in each year.

ARTICLE IV: LOCAL CHAPTERS

SECTION 5.1 ESTABLISHMENT OF DUES

All dues and fees, if any, for all classes of national memberships shall be established by the Board of Directors. The Board or its appropriately designated committee shall establish a schedule of payment for all classes of membership.

SECTION 5.2 LOCAL CHAPTER DUES

Local Chapter dues will be determined by the respective Local Chapter and will be added to National dues and returned to the Local Chapter at least monthly.

SECTION 5.2 MEMBERSHIP YEAR

The membership year shall be the calendar year and the annual dues shall be payable as of the first of each year. During the first year of membership, any individual who joins before October 1st shall pay dues for the entire calendar year in which the individual is so admitted. The dues of any individual member who joins after October 1st shall be credited to the year commencing on the next succeeding January 1st.

ARTICLE VI: BOARD OF DIRECTORS

SECTION 6.1 POWERS/AUTHORITY

The Board of Directors shall have fiduciary responsibility for the funds, property, and affairs of the Association in alignment with the direction of the membership at the annual or special meetings assembled; and shall have the further powers:

1. To establish committees and to promulgate regulations and procedures for such committees;
2. To adopt administrative policies;
3. To accept, on behalf of the Association, grants, contributions, gifts, bequests or devices to further the objectives of the Association;
4. To authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name and on behalf of the Association and all checks, drafts, and orders for payment of money, noted, or other indebtedness shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall be determined and authorized from time to time;
5. To determine that certain officers or agents of the Association, in performance of their duties, shall furnish bond, to fix the amount of the bond and to designate the surety or sureties which are acceptable. The expense of such bond to be paid by the Association; and
6. To perform any acts and functions appropriate to the Board which are not inconsistent with these Bylaws and which are consistent with the direction of the membership in meeting assembled.

SECTION 6.2 BOARD OF DIRECTORS COMPOSITION

The Board of Directors shall consist of: Chair, Chair-Elect, Secretary, Treasurer, Parliamentarian, the Immediate Past Chair (Ex-Officio with voting rights), Chief Executive Officer (Ex-Officio with voting rights), Four Regional Representatives from the Council of Chapter Presidents (Ex-Officio with voting rights), Each Chairperson of a Standing Committee (Ex-Officio with voting rights) as set forth in section 8.1 for standing committees and councils, and Five At-Large Members — who shall be nominated by the Nominating Committee and elected by the Board (Ex-Officio with voting rights).

SECTION 6.2.1 ELECTION OF BOARD MEMBERS

The Secretary, Treasurer and Parliamentarian, shall be elected in the manner as set out in Section

7.11. The Chair, and Chair-Elect shall be elected in a manner set forth in section 7.3. The Immediate Past Chair, Council of Chapter Representatives, and the Chair of Standing Committees shall serve by virtue of their positions. The five (5) At-Large Members shall be nominated by the Nominating Committee and elected by the Board and serve for such terms as are set out in Section 7.3 for officers.

SECTION 6.2.2 BOARD MEMBERS DISCLOSURES

Each member of the Board of Directors is required to fully disclose any business or professional circumstances which could potentially form the basis for a conflict of interest as a member of the Board or the basis for a potentially consanguine relationship to another member of this Board.

The Board shall consider such disclosures and take appropriate action which may include but is not restricted to:

1. Acknowledgment of the disclosure and approval of the circumstances and/or relationship disclosed;
2. Request that the Board member abstain from voting on certain issues that come before the Board; and
3. Request that the Board member take appropriate action to eliminate the basis for conflict of interest or kin relationship or resign from the Board.

SECTION 6.3 COMPENSATION

No member of the Board of Directors shall receive remuneration for services, but may, with prior approval of the Chair, be reimbursed for travel and other out-of-pocket expenses incurred in discharging the official duties of the Association in accordance with the policy established by the Board of Directors.

SECTION 6.4 MEETINGS

A regular meeting of the Board of Directors shall be held not less than two (2) times annually, at such time and place as the Board may determine. Notice of such meetings shall be given to the directors not less than ten (10) days before the meeting. Special meetings of the Board of Directors may be called by the Chair or by at least one-third of the members of the Board of Directors. In any case, it shall be deemed sufficient notice to a Director to receive notification of a meeting addressed to his or her usual or last known email address at least forty-eight (48) hours before the special meeting.

SECTION 6.5 QUORUM OF THE BOARD

At any meeting of the Board of Directors, one-third of the Board members then in office shall constitute a quorum for the transaction of business. A lesser number may adjourn a meeting from time to time. When a quorum is present at any meeting, the affirmative vote of a majority of the Board members present and voting on the question shall (except where a larger vote is required by law, the articles of incorporation, or these Bylaws) decide any questions brought before such meeting.

SECTION 6.6 VOTING

Action taken by electronic mail vote of the members of the Board of Directors, in which at least a

majority of such Directors, in writing, indicate themselves in agreement, shall constitute a valid action of the Board if reported at the next regular meeting of the Board. The Board may also conduct business and vote at any meeting held with the aid of any electronic communicative device, provided that all directors can hear each other. Any member of the Board who occupies more than one Board seat shall have only one vote for any action brought before the Board. Said member shall also only count once toward development of a quorum.

SECTION 6.7 ABSENCE

Any director who shall have been absent from two consecutive regular meetings of the Board without having been excused by the Board Chair, may, by affirmative vote of a majority of the directors at a duly constituted meeting, be removed and his/her seat declared vacant, and the vacancy shall be filled as provided by these Bylaws.

ARTICLE VII: OFFICERS

SECTION 7.1 DEFINITION

The officers of the Association shall be: Chair, Chair Elect, Treasurer, Secretary, Parliamentarian, and the Immediate Past Chair.

SECTION 7.2 QUALIFICATION FOR OFFICE

All candidates for any office must have been an active member of the Association for at least five (5) years and must have exemplified commitment and dedication for furthering the purpose, aims, and objectives of the Association by completing at least one of the following:

1. Effectively served in a full term as an elected NAHSE officer at the local or national level; or
2. Effectively served a full term as a member of a national committee.

SECTION 7.3 TERM

Excepting the Chair and Chair- Elect, the officers shall be elected by ballot at the annual meeting to serve two (2) years. However, within the recommendations of the Nominating Committee, and acceptance by vote of the paid membership, executive officers, part or in full, may succeed themselves for an additional term, but the tenure cannot be for more than two (2) consecutive terms. The Chair, Chair- Elect, and At-Large Members shall be nominated by the Nominating Committee and elected by the Board of Directors. At-Large Members shall serve staggered terms as defined by the Board.

SECTION 7.4 VACANCIES

SECTION 7.4.1 CHAIR

If the Chair is unable to perform his or her duties because of death, poor health, or other viable reasons, the Chair-Elect shall succeed to the office of Chair. The Chair-Elect shall continue to serve as Chair for the remainder of the unexpired term and the subsequent, previously appointed term. If both the Chair and Chair-Elect are unable to perform the duties of their office, the Immediate Past-Chair will serve the

remainder of the unexpired term. At the next annual meeting, a Chair and Chair-Elect, as required, shall be appointed in accordance with the provisions of these Bylaws.

SECTION 7.4.2 OTHER OFFICERS

If other offices of the Association become vacant, the initial said vacancy shall be filled by members of the Board of Directors as appointed by the Chair.

SECTION 7.5 DUTIES AND POWERS OF THE CHAIR

The Chair shall preside at all meetings of the organization; shall enforce the Bylaws, shall have general oversight for the affairs of the organization and all powers incidental thereto. The Chair may delegate any of the Chair duties to the Chair-Elect and may assign regular or special duties to any member of the Executive Committee. The Chair shall appoint the chairs of the Standing Committees and be an ex-officio member of all committees.

SECTION 7.6 DUTIES AND POWERS OF THE CHAIR-ELECT

The Chair-Elect shall have such powers and perform such duties as shall be delegated by the Chair or shall be required by the Board of Directors.

SECTION 7.7 DUTIES AND POWERS OF THE SECRETARY

The Secretary shall record and keep the minutes of the meeting of the members and the Board of Directors in books and/or electronic files for this purpose. The Secretary shall notify by electronic mail or telephone, meeting notices or other information requested by the Board Chair.

SECTION 7.8 DUTIES AND POWERS OF THE TREASURER

The Treasurer shall be a signatory on the organization's bank accounts. The Treasurer shall have fiduciary responsibility for the Association's funds and oversee the keeping of all financial records of the organization, subject to the control of the Executive Committee. The Treasurer shall submit financial reports of the organization as requested by the Chair or the Board of Directors. The Treasurer shall also chair the Budget and Finance Committee.

SECTION 7.9 DUTIES AND POWERS OF THE PARLIAMENTARIAN

The Parliamentarian shall set and rule on parliamentary procedures to ensure effective and efficient use of the Association's time. He or she will conduct a roll call of the Board for voting eligibility after the Secretary's roll call. The Parliamentarian shall also chair the Bylaws Committee.

SECTION 7.10 DUTIES OF THE CHIEF EXECUTIVE OFFICER

The Chief Executive of the Association shall direct the activities of the Association and shall further the policies and programs established by the Board of Directors. Between meetings of the Board of Directors and/or Executive Committee, the Chief Executive Officer is responsible to the Board Chair.

SECTION 7.11 **ELECTION**

Ballots for the election of officers shall be received by the Nominating Committee no later than 12:00 noon on the day of the banquet during the annual meeting. The election results shall be announced, and the elected officers shall be installed during the general meeting of the Association.

ARTICLE VIII: COMMITTEES

SECTION 8.1 **STANDING COMMITTEES & COUNCILS**

The Standing Committees and Councils shall be the: Executive Committee, Nominating Committee, Constitution and Bylaws Committee, Budget and Finance Committee, Membership Committee, Strategic Planning Committee, Education Committee and Council of Chapter Presidents.

SECTION 8.2 **SPECIAL COMMITTEES**

The Board Chair shall appoint such other committees, sub-committees or task forces as are necessary and which are not in conflict with other provisions of these Bylaws.

SECTION 8.3 **COMPOSITION**

Unless otherwise expressly provided in these Bylaws, financial members in good standing may be either appointed by the Chair as chairs of a standing committees or recommended by any chair of a standing committee to the Board of Directors as a member of its standing committee. The Chair and the Chief Executive Officer shall be ex-officio members of all committees or councils except the Nominating Committee.

SECTION 8.4 **TERM OF OFFICE**

Except as otherwise specified in these Bylaws, members and officers of standing committees and councils shall serve until the adjournment of the conference following their appointment or election and until their respective successors are appointed or elected.

SECTION 8.5 **RESPONSIBILITIES**

Unless otherwise provided in these Bylaws, all standing committee chairs and all non-standing committees and councils shall be authorized and appointed by the Chair. The Board of Directors shall define the responsibilities, determine the size of membership and their terms of appointment, and establish the period of activity of all committees. Such responsibilities, committee size and terms are presented in Section 8.8 of these Bylaws.

SECTION 8.6 **COMMITTEE AND COUNCIL PROCEDURE**

Unless otherwise expressly provided in these Bylaws, all standing committees and councils must report

to the Board of Directors prior to making recommendations to the general membership.

SECTION 8.7 REMOVAL OF A COMMITTEE OR COUNCIL MEMBER

A petition from two-thirds of the standing committee or council members may be sent to the Board of Directors requesting that a position on the committee or council be declared vacant by reason of non-attendance and/or non-performance. Upon exercise of its discretion and upon its finding by a two-thirds vote that there is non-attendance and/or non-performance, the Board of Directors shall declare said vacancy.

SECTION 8.8 COMPOSITION/FUNCTIONS/DUTIES OF STANDING COMMITTEES AND COUNCILS

SECTION 8.8.1 EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the Chair, Chair-Elect, Secretary, Treasurer, Parliamentarian and Chief Executive Officer (Ex Officio). The Executive Committee shall act for the Association in all matters during the interim between meetings of the Board of Directors and shall be responsible for the programs and policies of the Association as well as all matters relating to finance in accordance with the direction of the Board of Directors. The Executive Committee shall submit a report of its activities to the Board of Directors at its next meeting and it shall meet at minimum of quarterly at times and places designated by it.

SECTION 8.8.2 NOMINATING COMMITTEE

The Nominating Committee, which shall be chaired by the Immediate Past Chair, will consist of a maximum of seven (7) individuals. Members of the Nominating Committee shall serve for two (2) year terms, not to exceed two (2) consecutive terms. Eligibility for this committee shall be active member for a minimum of three (3) years, has served in a local or national leadership role and currently is not currently running for office.

The Nominating Committee shall solicit, receive, and consider suggestions for elected and appointed positions. All candidates seeking the endorsement of the Nominating Committee shall have their names and resumes submitted to the National Office no later than (30) days prior to the Nominating Committee's scheduled meeting.

The Nominating Committee shall meet at least sixty (60) days prior to the annual meeting and select a slate for the offices to be filled and shall publish and make public to the membership a ballot for the election of officers no later than thirty (30) days prior to the annual meeting.

SECTION 8.8.3 COMMITTEE ON CONSTITUTION AND BYLAWS

The Constitution and Bylaws Committee shall be chaired by the Parliamentarian and will consist of no more than seven (7) members and at least one (1) person appointed from the Board of Directors among its members. The Committee will review the Minutes and Bylaws of the Association to determine those differences on normally adopted amendments approved by the Board of Directors that should be incorporated into the Bylaws and ratified by the membership. To review and recommend changes, as necessary, in the Bylaws to more closely conform to the operations of the Association as it has developed.

SECTION 8.8.4 COMMITTEE ON BUDGET AND FINANCE

The Committee on Budget and Finance, which shall be chaired by the Treasurer of the Association, will consist of the Treasurer from each Local Chapter and one (1) person who shall be appointed by the Board of Directors. The Committee reviews the finances of the organization and makes appropriate financial reports to the Association to determine policies related to grants for the organization and makes recommendations to the Board of Directors to determine sources of funds for the organization and to recommend the criteria for the expenditures of said funds.

SECTION 8.8.5 MEMBERSHIP COMMITTEE

The Membership Committee shall represent broadly all the constituencies within the Association and shall consist of no more than nine (9) members. The committee shall collaborate with the Chief Executive Officer, staff, and the Board of Directors to provide advice and counsel on matters of membership recruitment and retention. The Membership Committee is responsible for recommending strategies to attract new members; welcoming new members to the Association and identifying the needs of current members and developing services to meet those needs.

SECTION 8.8.6 STRATEGIC PLANNING COMMITTEE

The Strategic Planning Committee shall provide direction and counsel for the Association's planning process and shall consist of no more than seven (7) members. With oversight from the Board of Directors, the Strategic Planning Committee will develop the three (3) to five (5) year strategic plan to assist the Association with reaching its goals in support of the mission and vision. This Committee will be called upon to make recommendations to the Executive Committee at the direction of the Board of Directors.

SECTION 8.8.7 EDUCATION COMMITTEE

The Education Committee has general authority for determining the directions of programming as well as planning responsibility for the major direction and development of the educational programs of NAHSE and shall consist of no more than seven (7) members. Its principal functions are:

1. To formulate the overall policies applicable to the educational programs of NAHSE;
2. To develop the overall plan of the education program on NAHSE;
3. To provide advice on the coordination of the educational plans and programs of NAHSE, with the programs of University Graduate Programs, the American Hospital Association, the Public Hospital Association, the American College of Healthcare Executives and other appropriate programs, departments, agencies, and activities involved in continuing education as it relates to NAHSE members and supporters of NAHSE;
4. To evaluate the educational programs of NAHSE for future planning purposes;
5. To review, evaluate, and initiate suggestions pertaining to the educational needs and/or requirements in the health field that are appropriate for consideration in the many programs offered by NAHSE; and
6. To prepare an annual report of observations, accomplishments, and recommendations to be submitted to the Executive Committee.

SECTION 8.8.8 COUNCIL OF CHAPTER PRESIDENTS

The Council of Chapter Presidents shall be comprised of all the Immediate Past Local Chapter Presidents. The Council shall be responsible for monitoring and reporting on chapter activities at every Board of Directors Meeting; serving as a forum for Chapter Presidents to recommend policy changes to the Board of Directors; developing and monitoring operating procedures for chapters; recommending to the Board of Directors approval of new chapters; assigning new chapters to respective regions; fostering Chapter development; and recommending enforcement actions to the Board of Directors for action. The Council will be chaired by the Board Chair-Elect. The Council will elect Board representatives consistent with the NAHSE Chapter Regional Governance Structure. The Council shall be responsible for executing directives of the Executive Committee and Board of Directors. The Council may form subcommittees.

ARTICLE IX: AGENDA

SECTION 9.1 ANNUAL MEETING

The agenda at a meeting -- Annual, Special or Executive shall have at a minimum:

1. Call to order;
2. Acceptance of the last minutes except for initial meetings;
3. Unfinished business;
4. Communications (as relevant to entire body)
5. Reports of Committees;
6. Financial Reports;
7. New Business;
8. Elections (as appropriate);
9. Recommendations; and
10. Adjournment.

SECTION 9.2 EXECUTIVE MEETING

The agenda for executive meetings shall be the same as listed for annual meetings except for the holding of elections and reports by the committees. The executive meeting may receive reports at any time for action as necessary and as they are governed by the Articles of Incorporation and Bylaws.

SECTION 9.3 SPECIAL MEETING

The agenda shall be limited to purposes for which the meeting was called, and the agenda shall be set by the Board of Directors itself.

ARTICLE X: ASSOCIATION AUDITS AND FISCAL YEAR

SECTION 10.1 AUDITS AND FISCAL YEAR

An annual audit shall be conducted by a certified public account and selected by the Board of Directors. The fiscal year shall commence on the first day of January and end on the thirty-first day of December in

each year.

ARTICLE XI: AGENTS AND REPRESENTATIVES

SECTION 11.1 AGENTS AND REPRESENTATIVES

The organization may appoint such agents and representatives with such powers and to perform such acts or duties on behalf of the Association as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

ARTICLE XII: CONTRACTS

SECTION 12.1 CONTRACTS

The Board of Directors except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors no officer, agency, or employee shall have the power or authority to bind the Association by any contract or engagement, or to pledge its credit, or render it liable specifically for any purpose or to any amount.

ARTICLE XIII: BYLAWS

SECTION 13.1 BYLAWS

The Bylaws for the Association shall be made by the membership and may be altered, amended, or rescinded by the membership in the manner provided in the Bylaws under ARTICLE XIV.

ARTICLE XIV: AMENDMENTS

SECTION 14.1 AMENDMENTS

Any member may propose changes to the Bylaws at any authorized meeting of the full membership. Such proposed changes should be communicated to the Board of Directors thirty (30) days prior thereto for presentation to the Association at any such meeting.

SECTION 14.2 BYLAWS CHANGES

Bylaws changes must be accompanied by a two-thirds membership vote of the total active Personal membership of the Association present (in-person or by electronic verification) at the annual membership meeting. Such Bylaws are then binding on the total membership.

ARTICLE XV: PROCEDURES AND RULES

SECTION 15.1 PROCEDURES AND RULES

Roberts Rules of Order shall govern all deliberations and procedures of this Association and the various

parts and divisions thereof provided they are consistent with these Bylaws. When procedural or parliamentary questions and problems arise during sessions of the Board of Directors, they shall be referred to the Parliamentarian for study and opinion.

ARTICLE XVI: NON-DISCRIMINATION

SECTION 16.1 NON-DISCRIMINATION

All affairs of the Association shall be carried forth without discrimination as to race, gender, sexual orientation, creed, color, or national origin.

ARTICLE XVII: DISSOLUTION

SECTION 17.1 PROCEDURE

The Association may be dissolved in accordance with the procedure prescribed in the Code of Laws of the District of Maryland. The Board of Directors shall then approve a resolution recommending dissolution. Such resolution shall then be presented to the voting membership at a regular or special meeting provided notice of said meeting was delivered not less than thirty (30) days before the date of such meeting. A resolution to dissolve the Association shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by voting of the members present.

SECTION 17.2 DISTRIBUTION OF ASSETS

At any time when the dissolution of the Association is authorized, the Board of Directors then holding office shall distribute the assets of the Association remaining after the payment, satisfaction and discharge, or adequate provision therefore, of all liabilities and obligations of the Association to one or more corporations, societies, or organizations organized and operated not for profit, who, in the judgement of a majority of the directors in office, shall be deemed to further the field of community health services.

These Bylaws are approved on this 13th day of October, 2022.

By:

NAHSE Board Chair:



Deborah Lee-Eddie (Nov 2, 2022 21:00 EDT)

Deborah Lee-Eddie

NAHSE Secretary:



Chara Stewart (Dec 3, 2022 15:05 EST)

Chara Stewart Abrams