

NATIONAL ASSOCIATION OF HEALTH SERVICES EXECUTIVES

MODEL CHAPTER BYLAWS

\_\_\_\_\_ CHAPTER

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# NATIONAL ASSOCIATION OF HEALTH SERVICES EXECUTIVES

## BYLAWS OF

### CHICAGO - Midwest CHAPTER

#### ARTICLE I

##### NAME, PURPOSE, DEFINITION

###### SECTION 1.1 NAME

The name of the organization shall be the National Association of Health Service Executives - Chapter **NAHSE CHICAGO - Midwest Chapter**.

###### SECTION 1.2 PURPOSES

The NAHSE CHICAGO - Midwest Chapter is formed and shall be operated for the purpose of elevating the quality of health care services to poor people and members of minority races 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 healthcare 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 member 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 its members. The NAHSE CHICAGO - Midwest Chapter shall operate consistent with the Association purposes.

###### SECTION 1.2 DEFINITIONS

As used in the 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. NAHSE - CHICAGO - Midwest Chapter shall cover areas, which lie within a 90 miles radius of the City of Chicago.
3. THE ASSOCIATION shall refer to the national office/organization of the "National Association of Health Services," headquartered in Silver Springs, Maryland.

## ARTICLE II

### SEAL AND OFFICES

#### Section 2.1 SEAL

The seal of the NAHSE - CHICAGO - Midwest Chapter shall be the same as that which has been adopted by the National Association. It shall be circular in form and bear on its outer edges the words "National Association of Health Services" and in the center, the words and figures, "Association Seal 1968 Baltimore, Maryland."

#### Section 2.2 CHAPTER OFFICE

The NAHSE CHICAGO - Midwest Chapter shall maintain an office ("Chapter Office") within the State of. ILLINOIS

#### Section 2.3 NATIONAL OFFICE

The principal office of this Association shall be the National Office of the Association.

## ARTICLE III

### MEMBERSHIP

#### SECTION 3.1 ACTIVE MEMBERSHIP

Membership shall be available to those persons of acceptable character, who are interested in participating in the National Association of Health Services Executives and whose profession is involved in planning, consultation, legislation, teaching, publication, administration or management of health care services and its delivery provided 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.

Membership shall be also contingent upon individuals meeting the Chapter's financial expectations as defined in the Bylaws and holding national membership. Membership will not be denied to any individual because of race, sex, color, religion, sexual preference, national origin or disability. The granting of membership status is subject to final review and approval of the Association Board of Directors or its designee.

#### Section 3.2 CLASSIFICATION OF MEMBERSHIP

The following membership classifications shall exist; (1) Personal (2) Institutional and (3) Associate.

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 1 and 2

**TYPE 1** are persons with background in the following:

- A. 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 graduate degrees deemed appropriate by the NAHSE - CHICAGO - Midwest Chapter Board of Directors and ultimately the Association's National Board of Directors.

- OR -

- B. Persons with a background in health and medical care administration and health services delivery systems. Having experience in those fields that can be considered adequate to have attained an in-depth knowledge of the chosen area of endeavor.

**TYPE 2** are students in approved programs in the following:

- A. Health and medical care administration, hospital administration and/or health services administration, business administration, public health, medicine, economics and other related graduate approved programs deemed appropriate by the Board of Directors.
- B. Student members are eligible for Type 1 personal memberships upon the successful completion of the graduate program and one year's experience in his or her chosen field.

### **Section 3.4 INSTITUTIONAL MEMBERS**

Institutional Members are organizations and agencies that 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 Institutional Members are determined solely by the Association Board of Directors. Institutional Members can be members of the NAHSE - CHICAGO - Midwest Chapter only with the approval and under the guidelines established by the National Association and the said Chapter. Institutional Members are to include organizations such as hospitals, medical centers, neighborhood health centers, group practices, health insurance companies, managed care entities, coordinated care entities and all other organizations supporting the purpose of NAHSE.

### **Section 3.5 ASSOCIATE MEMBERS**

Associate Members are persons or entities interested in supporting the goals and objectives of NAHSE, but not eligible for either personal membership Type 1 or 2 or Institutional Membership. Associate Members must be a member of the nearest local chapter, which in this instance is the NAHSE- CHICAGO - Midwest Chapter, in addition to being a member of the Association. Associate Members are eligible to receive all services and benefits of the Chapter/Association but are not eligible to become candidates for elected office, committee appointment or to vote in general membership meetings.

### **Section 3.6 APPLICATION MEMBERSHIPS**

All applications for membership, after review and recommendation by the Association's Membership Committee, shall be accepted or rejected by the Association Board of Directors, on the basis of the criteria as established by the Association Bylaws which shall be germane to the purpose stated in the Articles of Incorporation of the Association 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 Association's Membership Committee.

### **Section 3.8 REJECTION OR TERMINATION**

The Association Board of Directors by two-thirds vote of those present at any meeting called may deny membership to any person or agency; 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 to the applicant or member. The applicant or member shall have the right to respond in writing in a letter addressed to the Association Board of Directors within ten (10) days after receipt of the notification. After consideration of said applicant's or member's response, the Association Board of Directors may alter or affirm the prior decision. Notice of such re-consideration shall be sent to the applicant or member and no further appeal will be allowed. A person or agency whose membership is terminated shall be entitled to a pro rata return of membership dues.

## **ARTICLE III**

### **NAHSE - CHICAGO - Midwest CHAPTER**

#### **SECTION 4.1 NAHSE - CHICAGO - Midwest CHAPTER**

The NAHSE - CHICAGO - Midwest Chapter shall be subject to the general supervision and control of the Association in that it shall maintain a uniform accounting and financial reporting system devised by the Association and shall adopt Bylaws, or other governing documents approved by the Association Board of Directors otherwise, the NAHSE -CHICAGO - Midwest Chapter shall be autonomous in its local affairs. The NAHSE -CHICAGO - Midwest 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 of the Association.

#### **SECTION 4.2 REGULATIONS - GENERAL**

The Bylaws, rules, regulations and policies of the NAHSE- Chapter shall not be inconsistent with the Bylaws, rules, regulations and policies of the Association, which may be revised from time to time by the Association Board of Directors.

### **SECTION 4.3 REGULATIONS - ELECTION PROCEDURES**

The election procedure for the governing body of NAHSE - Chapter shall adhere to democratic principles of election, including the following: (1) appropriate and adequate steps shall be taken by the NAHSE- Chapter so that the entire eligible membership is provided an opportunity to participate in the election of the President and members of the governing body of the NAHSE Chapter, (2) any classification of members on the basis of different financial contributions shall not affect the voting rights of the NAHSE - Chapter members, each of whom shall be entitled to vote; and (3) appropriate and adequate procedures shall be adopted, which will ensure to members of the NAHSE - Chapter adequate notice of its meetings and availability of the membership list to present nominees for its offices.

### **SECTION 4.4 GRIEVANCE PROCEDURES**

Members of the NAHSE - CHICAGO - Midwest Chapter may submit to the Association Board of Directors, written allegations that the procedures of the NAHSE- CHICAGO - Midwest Chapter for the selection of the President and governing body are contrary to the principles expressed in the Chapter Bylaws or the charter. The Association Board of Directors shall upon receipt of any such allegations within sixty (60) days, either itself investigate, or cause any specially constituted procedures complained of, 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 and to declare any such selection void.

### **SECTION 4.5 REVOCATION OF CHARTER**

If the Membership Committee of the Association at any time has reason to believe that the NAHSE - Chapter has violated, or is violating, any provisions of the Articles of Incorporation, Bylaws or any policies or regulations adopted by the Association Board of Directors, it shall communicate the fact respecting such violation to the Association Board of Directors together with its recommendation for appropriate action with respect thereto. The NAHSE- Chapter is subject to the procedures as stipulated by the Bylaws of the Association.

### **SECTION 4.6 LAPSE OF CHARTER**

The charter of the NAHSE -CVHICAGO - Midwest Chapter shall lapse consistent with Association rules and regulations if in any calendar year the chapter has:

1. Failed to hold a meeting;
2. Failed to hold an election of officers, as prescribed by its Bylaws;



3. Failed to send its President or designee to two consecutive Board of Directors' meetings;

4. Failed to pay dues to the Association; and
5. Failed to hold an educational activity.

#### **SECTION 4.7 ACCOUNTS**

The Association Board of Directors shall direct that the accounts of the NAHSE - \_\_\_\_ Chapter shall be audited or reviewed by a competent certified or other public accountant of recognized standing wherever possible. Where the services of a certified or other competent public accountant are not readily available within the jurisdiction of the NAHSE - CHICAGO - Midwest Chapter 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 responsible person in the community other than a fiscal officer of the NAHSE - CHICAGO - Midwest Chapter.

#### **SECTION 4.8 FISCAL YEAR**

The fiscal year of the NAHSE - CHICAGO - Midwest Chapter shall commence on the first day of January and shall end on the thirty-first day of December of each year.

### **ARTICLE V**

#### **DUES, MEMBERSHIP YEAR**

##### **SECTION 5.1 CHAPTER DUES**

All dues and fees for all classes of membership shall be established by the NAHSE - CHICAGO - Midwest Chapter Board of Directors and approved by the Association. All chapter dues will be added to the National dues and forwarded to the National Office at least monthly. All members of the NAHSE- Chapter must be individual members of the Association.

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 first time NAHSE member who joins after October 1 st shall be credited to the year commencing on the next succeeding January 1 st.

##### **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 1<sup>st</sup> shall pay dues for the entire calendar year in which the individual is so admitted. The dues of any individual first time NAHSE member who

joins after October 1<sup>st</sup> shall be credited to the year commencing on the next succeeding January 1<sup>st</sup>.

### **SECTION 5.3 MEMBERSHIP MEETINGS**

The NAHSE - CHICAGO - Midwest Chapter will conduct not less than 2 regular membership meetings per membership year. At any duly called meeting of the Membership, the affirmative vote of a majority on the members present and voting on the question shall decide on any questions brought before such meeting. Written notice of any Membership Meeting shall be given to the members not less than five (5) days before the meeting. A Membership Meeting may be called by the Board of Directors.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

#### **SECTION 6.1 POWERS AND AUTHORITY**

The Board of Directors shall conduct the general management of funds, property, and affairs of the NAHSE - CHICAGO - Midwest Chapter consistent with the National Association rules and regulations including but not limited to the following:

1. To establish committees and to promulgate regulations and procedures for such committees;
2. To adopt administrative policy;
3. To accept, on behalf of the NAHSE- CHICAGO - Midwest Chapter, grants, contributions, gifts, bequests or devices to further the objectives of the Chapter and the Association;
4. To authorize any officer or agent of the NAHSE- Chapter to enter into any contract or execute and deliver any instrument in the name and on behalf of the Chapter and to prepare all checks, drafts, and orders in such a manner as shall be determined and authorized from time to time.
5. To perform any acts and functions appropriate to the Board of Directors, which are not consistent with the direction of the membership in meeting assembled or in conflict with the Bylaws of the National Association.

#### **SECTION 6.2 COMPOSITION**

The Board of Directors shall consist of:

President;

President-Elect;

Treasurer;

Secretary;

Parliamentarian;

Immediate Past President (Ex-Officio, with voting rights); and

Board of Directors

### **SECTION 6.3 COMPENSATION**

No member of the Board of Directors shall receive remuneration for his or her services, but may, with prior approval of the President, be reimbursed for travel and other out of pocket expenses incurred in discharging the official duties of the NAHSE-CHICAGO Midwest Chapter 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 President or by at least one-third of the members of the Board of Directors. It shall be deemed sufficient notice to a Director to receive notification of a special meeting addressed to his or her usual or last known address or residence at least forty-eight (48) hours before such special meeting.

### **SECTION 6.5 QUORUM OF THE BOARD**

At any meeting of the Board of Directors, one-third of the directors then in office, shall constitute a quorum for the transaction of business but a lesser number may adjourn a meeting from time to time and a meeting may be held as adjourned without further notice. When a quorum is present at any meeting, the affirmative vote of a majority of the directors present and voting on the question shall decide any questions brought before such meeting, except where a larger vote is required by law, the Chapter or these Bylaws.

### **SECTION 6.6 VOTING**

Action taken by 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 of 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 and any actions so taken are ratified at the next Board of Directors meeting.

## **SECTION 6.7 ABSENCE**

Any director who shall have been absent from two (2) consecutive regular meetings of the Board of Directors without having been excused by the President of the Chapter, the Board may, by affirmative vote of a majority of the directors at a duly constituted meeting, remove such director and declare the seat held by him or her to be vacant, and the vacancy shall be filled as provided by these Bylaws.

## **ARTICLE VII**

### **OFFICERS**

#### **SECTION 7.1 DEFINITION**

The officers of the organization shall be:

1. President
2. President-Elect
3. Treasurer;
4. Secretary
5. Parliamentarian; and
6. Immediate Past President
7. Board of Directors

#### **SECTION 7.2 QUALIFICATIONS FOR OFFICE**

All Candidates for any office must have been an active member of the NAHSE-CHICAGO - Midwest Chapter for at least one (1) year, unless the Chapter is less than one (1) year old, and must have exemplified commitment and dedication for furthering the purposes, aims, and objectives of the Chapter.

#### **SECTION 7.3 TERM**

The officers shall be elected by ballot at the annual meeting to serve a one-year term. (Longer terms may be utilized). However, officers may be elected for additional terms, provided no person may be elected to the same office for more than three (3) consecutive terms.

## **SECTION 7.4 VACANCIES**

### **7.4.1. PRESIDENT**

If the President is unable to perform his or her duties because of death, health, or other reasons, the President-Elect, shall succeed to the office of President. He or she shall continue to serve as President for the remainder of his or her unexpired term. If both the President and President-Elect are unable to perform the duties of their office, the Secretary will serve the remainder of the un-expired term. At the next annual meeting of the membership, a President and President-Elect, as required, shall be elected in accordance with the provisions of these Bylaws.

### **7.4.2 OTHER CHAPTER OFFICERS**

If other offices of the Chapter become vacant, they shall be filled by the Board of Directors.

## **SECTION 7.5 DUTIES AND POWERS OF THE PRESIDENT**

The President shall preside at all meetings of the organization; shall enforce the Bylaws, shall have general supervision over the affairs of the Chapter and all powers incidental thereto. He or she may delegate any of his or her duties to the President-elect, and may assign regular or special duties to any member of the Executive Committee. The President shall appoint and be an ex-officio member of all committees. The President shall represent the Chapter at the Association and attend at least two (2) meetings each year of the Association Board of Directors.

## **SECTION 7.6 DUTIES AND POWERS OF THE PRESIDENT-ELECT**

The President-Elect shall have such powers and perform such duties as shall be delegated to him or her by the President, or shall be required by him or her by the Board of Directors.

## **SECTION 7.7 DUTIES AND POWERS OF THE TREASURER**

The Treasurer shall be a signatory on the Chapter's bank: accounts. The Treasurer shall have custody of all funds and oversee the keeping of all financial records of the Chapter. The Treasurer shall submit financial reports of the Chapter as requested by the President or the Board of Directors. The Treasurer shall comply with the reporting requirements established by the Association relative to the finances of the Chapter. The Treasurer shall have custody of all funds; keep all financial records of the Chapter and make recommendations in regards to the Chapter's fiscal affairs. The Treasurer shall submit financial reports to the Chapter as requested by the President or the Executive Committee.



## **SECTION 7.8 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 provided for this purpose. The Secretary shall notify by mail or telephone, meeting notices or other information requested by the President and shall handle all correspondence for the organization.

## **ARTICLE VIII**

### **COMMITTEES**

#### **SECTION 8.1 STANDING COMMITTEES**

1. The Standing Committees are:
2. Executive Committee
3. Program and Education Committee
4. Membership Committee
5. (Others may be listed)

#### **SECTION 8.2 SPECIAL COMMITTEES**

The President shall appoint such other committees, as are necessary and which are consistent with the provisions of these Bylaws.

#### **SECTION 8.3 COMPOSITION**

Unless otherwise expressly provided in these Bylaws, active members in good standing may be eligible for appointment by the President as a member of any committee. The President shall be ex-officio non-voting member of all committees.

#### **SECTION 8.4 RESPONSIBILITIES**

Unless otherwise expressly provided in these Bylaws, all committees shall be authorized and appointed by the President. 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 such committees.

## **SECTION 8.5 COMPOSITION/FUNCTION/DUTIES OF STANDING COMMITTEES**

### **8.5.1 EXECUTIVE COMMITTEE**

The Executive Committee shall be composed of all the elected officers of the NAHSE -CHICAGO - Midwest Chapter. The Executive Committee shall act for the Chapter in all matters during the interim between meetings of the Board of Directors and shall be responsible for the programs and policies of the Chapter as well as all matters relating to finance in accordance with the direction of the Board of Directors. It shall submit a report of its activities to the Board of Directors at the next meeting and it shall meet quarterly at times and places designated by it.

### **8.5.2 PROGRAM AND EDUCATION COMMITTEE**

The President shall appoint the Chairperson of the Program and Education Committee. The Program and Education Committee has general policy authority for determining and implementing programs and the educational activities of the Chapter. It is also responsible for formulating the scholarship program for the Chapter. The Program and Education Committee shall meet at least twice a year.

### **8.5.3 MEMBERSHIP COMMITTEE**

The President shall appoint the Chairperson of the Membership Committee. The Membership Committee shall be responsible for receiving, reviewing and forwarding to the Association all applications for membership in NAHSE. The Membership Committee shall coordinate its activities with the Association's Membership Committee. The Membership Committee should meet at least twice a year. The Committee shall make a report to the Executive Committee each year, of the names of those persons accepted as members of the Association and the Chapter.

## **ARTICLE IX**

### **BYLAWS AND AMENDMENTS**

The power shall be vested in the NAHSE- Chapter membership to adopt new Bylaws, alter, amend, or repeal the Bylaws unless otherwise provided for in these Bylaws.

Any member may propose changes in the Bylaws ninety (90) days prior to an authorized meeting of the full membership. Such proposed changes should be communicated to the Board of Directors and provided to the Association for approval at least thirty (30) days prior to presentation to the Chapter. Bylaws changes must be approved by the Association and by a majority vote of the total active membership attending the meeting.

## **ARTICLE X**

### **RULES**

Robert's Rules of Order shall govern all deliberations and procedures of this Chapter. Where procedural or parliamentary questions and problems arise during a meeting, they shall be referred to the Parliamentarian for an opinion.

## **ARTICLE XI**

### **CONTRACTS**

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute and delivery any instrument in the name of and on behalf of the NAHSE- Chapter, and such authority may be general or confined to 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 NAHSE Chapter - Midwest by any contract or engagement, or to pledge its credit, or render it liable peculiarly for any purpose or to any amount.

## **ARTICLE XII**

### **NO DISCRIMINATION**

All affairs of the NAHSE - CHICAGO - Midwest Chapter shall be carried on without discrimination as to race, sex, creed, color, national origin, sexual preference or physical disability.

## **ARTICLE XIII**

### **DISSOLUTION**

#### **SECTION 13.1 PROCEDURE**

The NAHSE - CHICAGO - Midwest Chapter may be dissolved in accordance with the procedure prescribed in the Association Bylaws. The Board of Directors shall then approve resolution-recommending dissolution.

#### **SECTION 13.2 DISTRIBUTION OF ASSETS**

At any time when the dissolution of the NAHSE- Chapter is authorized, the

Board of Directors the holding office shall distribute the assets of the Chapter remaining after the payment, satisfaction and discharge, or adequate provision therefore, of all liabilities and obligations of the NAHSE- Chapter to the Association.