

BYLAWS
OF THE
NATIONAL ASSOCIATION OF HEALTH SERVICES EXECUTIVES

Adopted: February 18, 1977
Amended: May 1, 1992
Amended: April 30, 1994
Amended: October 11, 2002
Amended: October 12, 2012

TABLE OF CONTENTS

	Page
ARTICLE I DEFINITION, NAME.....	1
SECTION 1.1 NAME.....	1
SECTION 1.2 PURPOSE.....	1
SECTION 1.3 SEAL.....	1
ARTICLE II NATIONAL OFFICE, SEAL.....	1
SECTION 2.1 NATIONAL OFFICE.....	1
SECTION 2.2 DEFINITIONS.....	1
ARTICLE III MEMBERSHIP.....	2
SECTION 3.1 ACTIVE MEMBERSHIP.....	2
SECTION 3.2 CLASSIFICATION OF MEMBERSHIP.....	2
SECTION 3.3 PERSONAL MEMBERS.....	2
SECTION 3.4 ASSOCIATE MEMBERS.....	3
SECTION 3.5 INSTITUTIONAL MEMBERS.....	3
SECTION 3.6 HEALTH CARE SYSTEM MEMBERS.....	3
SECTION 3.7 APPLICATIONS FOR MEMBERSHIP.....	3
SECTION 3.8 REINSTATEMENT.....	4
SECTION 3.9 RESIGNATION.....	4
SECTION 3.10 REJECTION OR TERMINATION.....	4
ARTICLE IV LOCAL CHAPTERS.....	4
SECTION 4.1 LOCAL CHAPTERS.....	4
SECTION 4.2 REGULATIONS - GENERAL.....	4
SECTION 4.3 REGULATIONS - ELECTION PROCEDURES.....	5
SECTION 4.4 GRIEVANCE PROCEDURES.....	5
SECTION 4.5 NEW LOCAL CHAPTER FORMATION.....	5
SECTION 4.6 REVOCATION OF CHARTER.....	6
SECTION 4.7 LAPSE OF CHARTER.....	6
SECTION 4.8 ACCOUNTS.....	7
SECTION 4.9 FISCAL YEAR.....	7
ARTICLE V DUES.....	7
SECTION 5.1 ESTABLISHMENT OF DUES.....	7
SECTION 5.2 LOCAL CHAPTER DUES.....	7
SECTION 5.3 MEMBERSHIP YEAR.....	7
ARTICLE VI BOARD OF DIRECTORS.....	8
SECTION 6.1 POWERS/AUTHORITY.....	8
SECTION 6.2 COMPOSITION.....	8
SECTION 6.3 COMPENSATION.....	9
SECTION 6.4 MEETINGS.....	9
SECTION 6.5 QUORUM OF THE BOARD.....	10

SECTION 6.6 VOTING	10
SECTION 6.7 ABSENCE	10
ARTICLE VII OFFICERS	10
SECTION 7.1 DEFINITION	10
SECTION 7.2 QUALIFICATION FOR OFFICE	10
SECTION 7.3 TERM.....	11
SECTION 7.4 VACANCIES.....	11
SECTION 7.5 DUTIES AND POWERS OF THE PRESIDENT	11
SECTION 7.6 DUTIES AND POWERS OF PRESIDENT-ELECT	11
SECTION 7.7 DUTIES OF THE SECRETARY	11
SECTION 7.8 DUTIES AND POWERS OF THE TREASURER	11
SECTION 7.9 DUTIES OF THE PARLIAMENTARIAN	12
SECTION 7.10 DUTIES OF THE CHIEF ADMINISTRATIVE OFFICER	12
SECTION 7.11 ELECTION	12
ARTICLE VIII COMMITTEES AND COUNCILS	12
SECTION 8.1 STANDING COMMITTEES AND COUNCILS.....	12
SECTION 8.2 SPECIAL COMMITTEES	12
SECTION 8.3 COMPOSITION	13
SECTION 8.4 TERM OF OFFICE.....	13
SECTION 8.5 RESPONSIBILITIES.....	13
SECTION 8.6 COMMITTEE AND COUNCIL PROCEDURE.....	13
SECTION 8.7 REMOVAL OF COMMITTEE OR COUNCIL MEMBER	13
SECTION 8.8 COMPOSITION/FUNCTIONS /DUTIES OF STANDING COMMITTEES AND COUNCILS	13
8.8.1 <u>EXECUTIVE COMMITTEE</u>	13
8.8.2 <u>NOMINATING COMMITTEE</u>	13
8.8.3 <u>COMMITTEE ON CONSTITUTION AND BYLAWS</u>	14
8.8.4 <u>COMMITTEE ON BUDGET AND FINANCE</u>	14
8.8.5 <u>MEMBERSHIP COMMITTEE</u>	14
8.8.6 <u>PLANNING COMMITTEE</u>	14
8.8.7 <u>EDUCATION COMMITTEE</u>	15
8.8.8 <u>COUNCIL OF CHAPTER PRESIDENTS</u>	15
ARTICLE IX AGENDA.....	15
SECTION 9.1 ANNUAL MEETING.....	15
SECTION 9.2 EXECUTIVE MEETING	16
SECTION 9.3 SPECIAL MEETING	16
ARTICLE X AUDITS AND FISCAL YEAR.....	16
ARTICLE XI AGENTS AND REPRESENTATIVES	16
ARTICLE XII CONTRACTS	17
ARTICLE XIII BYLAWS	17

ARTICLE XIV AMENDMENTS	17
SECTION 14.1 AMENDMENTS	17
SECTION 14.2 BYLAWS CHANGES	17
ARTICLE XV RULES	17
ARTICLE XVI FISCAL YEAR.....	18
ARTICLE XVII NO DISCRIMINATION	18
ARTICLE XVIII OFFICIAL PUBLICATION	18
ARTICLE XIX DISSOLUTION	18
SECTION 19.1 PROCEDURE.....	18
SECTION 19.2 DISTRIBUTION OF ASSETS	18

BYLAWS AND REGULATIONS
OF
THE NATIONAL ASSOCIATION OF HEALTH SERVICES EXECUTIVES

ARTICLE I

DEFINITION, NAME

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 purpose of elevating the quality of health care services rendered 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 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, SEAL

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 are in compliance 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, financially active and experienced 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 may be 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 by-laws.

SECTION 3.3 PERSONAL MEMBERS

Personal membership is divided into two Types, 1 and 2.

TYPE 1

Personal members are persons with background in the following: 1) 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 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.

TYPE 2

Personal members are students of approved programs in those fields mentioned in personal membership Type 1 and other fields deemed appropriate by the Board of Directors. Student members are eligible for Type 1 personal membership upon the successful completion of the graduate 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 not eligible for either personal membership Type 1 or 2 or 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 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 such organizations supporting the purposes of NAHSE.

SECTION 3.6 HEALTH CARE SYSTEM MEMBERS

Health care system members are multi entity organizations providing health care services which are interested in supporting the programs, aims, 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 Health Care System members are determined solely by the Board of Directors. Health Care Systems may be members of the Local Chapter only with the approval and under guidelines agreed upon by NAHSE. Health Care System members include more than one hospital, health insurance company, managed care entity or other organization that are determined by NAHSE as meeting the requirements of Health Care System membership.

SECTION 3.7 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 on the basis of the criteria as 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 3.8 REINSTATEMENT

A former member may be reinstated upon payment of a current year's dues with the final approval of the Membership Committee.

SECTION 3.9 RESIGNATION

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

SECTION 3.10 REJECTION OR TERMINATION

The Board of Directors by a two-thirds vote of those present at any meeting called and in its own discretion in the best interest of the Association 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 and 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 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 prorata return of membership dues. The Parliamentarian shall set a rule on parliamentary procedures to insure proper and expeditious use of the Association's time.

ARTICLE IV

LOCAL CHAPTERS

SECTION 4.1 LOCAL CHAPTERS

Chapter 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; otherwise, Local Chapters shall be autonomous in their local affairs. 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 not be inconsistent with the Bylaws, rules, regulations and policies of NAHSE. The regulations with respect to the 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 from time to time by the Board of Directors.

SECTION 4.3 REGULATIONS - ELECTION PROCEDURES

Such regulations shall require that each Local Chapter shall, in the election of the president and governing body of the Local Chapter adhere to democratic principles of election, including the following: (1) appropriate and adequate steps shall be taken by each Local Chapter so that the entire Local Chapter membership 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 on the basis of 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 shall be adopted, which will ensure to members of each Local Chapter adequate notice of Local Chapter meetings and availability of the membership list to present nominees for Local Chapter offices.

SECTION 4.4 GRIEVANCE PROCEDURES

Members of any Local Chapter may submit to the Board of Directors written allegations 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 bylaws or the charter. The 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.

SECTION 4.5 NEW LOCAL CHAPTER FORMATION

A group of at least seven (7) persons wishing to become a Local Chapter of NAHSE shall petition therefore to the Membership Committee on forms provided for that purpose. They shall submit with the petition a complete roster of the prospective membership which shall include the name, address, and name and address 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 Type 1 and Type 2 membership, and such other information as the committee may require.

Within thirty (30) days of its receipt, the Chairperson of the Membership Committee 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 by this Section 4.5 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 proper amount of initiation fee is not sent with the application;
- (4) The applicant has failed to enter into an Affiliation Agreement;
- (5) 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;
- (6) The applicants have within the past 12 months, been denied a charter by the Membership Committee or the Board of Directors; and
- (7) The new Local Chapter would unreasonably conflict with an existing Local Chapter in some other area.

The Board of Directors shall, by majority vote, decide to grant 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 ballot. The Board of Directors shall be required to reach its decision within a reasonable time.

SECTION 4.6 REVOCATION OF CHARTER

If the Membership Committee at any time 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 fact 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 in view of the violation in question. If in any case it shall appear to the Board of Directors that irreparable injury to NAHSE will result from permitting the continuation of the practices constituting the violation, pending the final hearing, 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 for one year the Local Chapter has:

- (1) Failed to hold a meeting;
- (2) Failed to hold an election of officers, as prescribed by local bylaws;
- (3) Failed to send its President or designee to two (2) consecutive Board of Directors' meetings;
- (4) Failed to pay dues to the Association; and
- (5) 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 President and principal leaders of the Local Chapter advising them of the information it has, and it shall contain a copy of this paragraph. 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 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, and 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 direct that the accounts of each Local 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 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 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 V

DUES

SECTION 5.1 ESTABLISHMENT OF DUES

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

SECTION 5.2 LOCAL CHAPTER DUES

Rates of Local Chapters' 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. All members of the Local Chapter must be individual members of the Association.

SECTION 5.3 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 general management of the funds, property, and affairs of the Association within 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 and to confirm presidential appointments to all 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 COMPOSITION

The Board of Directors shall consist of:

President;

President-Elect;

Secretary;

Treasurer;

Parliamentarian;

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

Regional Representatives from the Council of Chapter Presidents (Ex-Officio, with voting rights);

Each Chairperson of a Standing Committee (Ex-Officio, with voting rights); and

Three At – Large members. Any such member shall be selected by the President and ratified by the Board (Ex – Officio, with voting rights).

6.2.1 Those members of the Board who are officers of the corporation shall be elected in the manner as set out in SECTION 8.3. The immediate past President, Presidents of Local Chapters, the President and Chairperson of Standing Committees shall serve by virtue of their positions. The three At – Large members, shall be appointed by the Board and serve for such terms as are set out in SECTION 7.3 for officers.

6.2.2 Each member of the Board of Directors is required to fully disclose any business or professional circumstances which could form the basis for a conflict of interest with his position as a member of the Board or the basis for a 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) Acknowledgement 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 consanguine relationship, or resign from the Board.

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 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 President 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 address or resident 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 directors then in office, registered for the meeting, 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, 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 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 and any actions so taken are ratified at the next Board of Directors meeting. Any member of the Board who occupies more than one Board seat shall have only one vote for any action brought before the Board.

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 President of the Association, 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 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; and
- (5) Parliamentarian
- (6) Immediate Past President

SECTION 7.2 QUALIFICATION FOR OFFICE

All candidates for any office must have been an active Type 1 member of the Association for at least two (2) years and must have exemplified commitment and dedication for furthering the purpose, aims and objectives of the Association.

SECTION 7.3 TERM

Excepting the President, 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 acception 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 President shall be appointed by the Board of Directors.

SECTION 7.4 VACANCIES

7.4.1 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 subsequent year. If both the President and President-Elect are unable to perform the duties of their office, the Secretary will serve the remainder of the unexpired term. At the next annual meeting a President and President -Elect, as required shall be elected in accordance with the provisions of these Bylaws.

7.4.2 If other offices of the Association become vacant, the initial said vacancy 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 organization 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.

SECTION 7.6 DUTIES AND POWERS OF 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 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 of the organization.

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 custody of all funds and oversee the keeping of all financial records of the organization, subject to the control of the Executive Committee. He shall submit financial reports of the organization as requested by the President or the Board of Directors.

SECTION 7.9 DUTIES OF THE PARLIAMENTARIAN

The Parliamentarian shall set and rule on parliamentary procedures to insure proper and expeditious 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.

SECTION 7.10 DUTIES OF THE CHIEF ADMINISTRATIVE OFFICER

The Chief Administrative Officer of the Association shall be known as the Association Manager. He or she 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, he or she is responsible to the President of the Association.

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 at such banquet and the elected officers shall be installed at the general meeting of the Association.

ARTICLE VIII

COMMITTEES AND COUNCILS

SECTION 8.1 STANDING COMMITTEES AND COUNCILS

The Standing Committees and Councils shall be:

- (1) Executive Committee;
- (2) Nominating Committee;
- (3) Committee on Constitution and Bylaws;
- (4) Committee on Budget and Finance;
- (5) Membership Committee;
- (6) Planning Committee;
- (7) Education Committee; and
- (8) Council of Chapter Presidents

SECTION 8.2 SPECIAL COMMITTEES

The President 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.

The general membership in an annual or special meeting may establish and appoint members to Blue Ribbon Committees whose functions and duties shall supersede all other committees.

SECTION 8.3 COMPOSITION

Unless otherwise expressly provided in these Bylaws, active members in good standing may be eligible by appointment by the President as a member of any committee or council. The President and the Association Manager shall be ex-officio members of all committees or councils except the Committee of Nominations.

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 next biannual convention 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 committees and councils 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 and councils.

SECTION 8.6 COMMITTEE AND COUNCIL PROCEDURE

Unless otherwise expressly provided in these bylaws, all standing committee and council reports must be reported to the Board of Directors prior to making recommendations to the general membership.

SECTION 8.7 REMOVAL OF 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 non-performance. Upon exercise of its discretion and upon its finding by a two-thirds vote that there is non-attendance and non-performance, the Board of Directors shall declare said vacancy.

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

8.8.1 EXECUTIVE COMMITTEE. The Executive Committee shall be composed of all the officers of the Association, three (3) at-large Board Members, appointed by the President and two (2) Chapter Presidents who shall be elected by the Council of Chapter Presidents. 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. 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.

8.8.2 NOMINATING COMMITTEE. The Nominating Committee shall consist of a representative from each Local Chapter, and one at-large member appointed by the

President, who shall be the immediate past President, or alternate, who shall serve for two (2) years. Members of the Nominating Committee and participating alternates shall not be eligible for successive terms on said committee. Persons eligible for this committee shall be active members of the Association for a period of at least one (1) year prior to serving on the committee.

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

The 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.

8.8.3 COMMITTEE ON CONSTITUTION AND BYLAWS. The Constitution and Bylaws Committee shall consist of at least four (4) members appointed by the President, and at least one (1) person also shall be appointed from the Board of Directors among its members. The committee will review the Minutes and Bylaws of the organization to determine those differences on normally adopted amendments approved by the Executive Committee 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 with the operations of the organization as it has developed.

8.8.4 COMMITTEE ON BUDGET AND FINANCE. The Committee on Budget and Finance shall consist of the Treasurer from each Local Chapter and one (1) person who shall be appointed by the Board of Directors among its members. (The Chairperson shall be the Treasurer of the Association). 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.

8.8.5 MEMBERSHIP COMMITTEE. The Membership Committee shall consist of five (5) persons to be appointed by the President. The Committee shall be responsible for receiving, reviewing and passing on all applications for acceptance as NAHSE members. The Membership Committee should meet at least once a year to make final decisions on applicants. Until such time the Committee has made a final determination regarding an applicant, the applicant can be accepted as a provisional member with limited rights and privileges. The Committee shall make a report to the Executive Committee each year of the names of those persons accepted as members of the Association.

8.8.6 PLANNING COMMITTEE. The Planning Committee shall consist of all the Local Chapter Presidents, and two at-large members appointed by the President, who shall both be members of the Board of Directors. The Planning Committee shall engage in periodic appraisals of significant future problems and opportunities for the purpose of recommending appropriate areas of study by the other committee and by the National Office.

The Committee will formulate a Master Plan for NAHSE. This Committee will be called upon to make recommendations to the Executive Committee at the direction of the Board.

8.8.7 EDUCATION COMMITTEE. The Education Committee shall consist of nine (9) members to be appointed by the President and two (2) to be selected by the Board for among its members. The Education Committee has general policy authority for determining and programming, planning responsibility for the major direction and development of the educational programs of NAHSE. 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) 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 Hospital Administration 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 need 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 to observations, accomplishments, and recommendations to be submitted to the Executive Committee.

8.8.8 COUNCIL OF CHAPTER PRESIDENTS. The Council of Chapter Presidents shall be comprised of all the Local Chapter Presidents. The Council shall be responsible for monitoring and reporting on chapter activities at every Board Meeting; serving as a forum for Chapter Presidents to recommend policy changes for chapters to the Executive Committee; developing and monitoring operating procedures for chapters; recommending to the Executive Committee approval of new chapters; assigning new chapters respective regions; fostering Chapter development; and recommending enforcement actions to the Executive Committee for Action. The Council will be chaired by the President-Elect or President as determined by the President. The Council will elect Board representatives consistent with the NAHSE Chapter Regional Governance Structure; the Council will elect two members to the Executive Committee of the Board provided that no two representatives to the Board or Executive Committee are from the same chapter. The Council shall be responsible for executing directives of the Board and Executive Committee. The Council may form subcommittees.

ARTICLE IX

AGENDA

SECTION 9.1 ANNUAL MEETING

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

- (1) Call to order;
- (2) Reading and acceptance of the last minutes except for initial meetings;
- (3) Unfinished business;
- (4) Communications;
- (5) Reports of Committees;
- (6) Financial Reports;
- (7) New Business;
- (8) Elections;
- (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

AUDITS AND FISCAL YEAR

An annual audit shall be made by a certified public account and selected by the Board of Directors.

ARTICLE XI

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

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 peculiarly for any purpose or to any amount.

ARTICLE XIII

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 in 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 majority vote of the total active Type 1 membership of the Association present at the annual meeting. Such Bylaws are then binding on the total membership.

ARTICLE XV

RULES

Roberts Rules of Order shall govern all deliberations and procedures of this Association and the various parts and divisions thereof, when not inconsistent with those 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 for an opinion.

ARTICLE XVI

FISCAL YEAR

The fiscal year of this Association shall be from January 1st to December 31st.

ARTICLE XVII

NO DISCRIMINATION

All affairs of the Association shall be carried on without discrimination as to race, sex, creed, color, or national origin.

ARTICLE XVIII

OFFICIAL PUBLICATION

The Association's official publication shall be the NAHSE "RESUME."

ARTICLE XIX

DISSOLUTION

SECTION 19.1 PROCEDURE

The Association may be dissolved in accordance with the procedure prescribed in the Code of Laws of the State 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 and, in the proposed action shall be mailed to each member enjoying voting rights, the notice of said meeting to be 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 the members present.

SECTION 19.2 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.