



AMERICAN COLLEGE OF HEALTHCARE EXECUTIVES KENTUCKY CHAPTER BOARD MANUAL

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Overview & Leadership Structure

Welcome: Mission & Vision

Welcome

The Kentucky Chapter of the American College of Healthcare Executives (ACHE) would like to welcome you to the Board of Directors. Your leadership is appreciated, and we are looking forward to your involvement. The Board of Directors are instrumental in bringing valuable education opportunities to members and fellows of the American College of Healthcare Executives in Kentucky.

Mission

To advance our members and healthcare management excellence.

Vision

To be the preeminent professional society for healthcare executives dedicated to improving health.

Our Values

As members of the ACHE, we are committed to:

Integrity

We advocate and demonstrate high ethical conduct in all we do.

Lifelong Learning

We recognize lifelong learning is essential to our ability to innovate and continually improve ourselves, our organizations and our profession.

Leadership

We lead through example and mentoring, and recognize caring must be a cornerstone of our professional interactions.

Diversity

We advocate inclusion and embrace the differences of those with whom we work and the communities we serve.



Leadership Structure & Committees

Leadership Structure

ACHE Regent – Kentucky

Officers/Executive Committee

Chapter President

President Elect

Treasurer

Secretary

Immediate Past President

Committee Chairs

Sponsorship Chair

Communications Chair

Advancement Chair

Education and Programming Chair

Membership Chair

Nominating Committee Chair

Committees

Sponsorship

Responsible for;

- Seeking chapter sponsors
- Engaging sponsors in educational programs and sponsorship opportunities
- Recognizing sponsors for contributions to the chapter

Communications

Responsible for;

- Assisting the chapter Secretary in creating the quarterly newsletter
- Updating the website with current information and resources for the chapter
- Creating & distributing notices and invitations to educational programs and activities

Advancement

Responsible for;

- Planning BOG Review Course for member Advancement

Education & Programming

Responsible for;

- Planning face-to-face events for the chapter in conjunction with the Chapter Treasurer & President
- Working with the Communications Chair to notify members of opportunities

Membership

Responsible for;

- Identifying potential members



- Welcoming new members & periodically reaching out to membership
- Reporting on membership statistics
- Coordinating the Annual Shadowing Day & Mentor-Protégé Programs

Nominating; (members established by bylaws)

Responsible for;

- Identifying potential candidates for the Board of Directors
- Presenting candidates to the Board of Directors
- Executing an email vote for Board of Directors position

Chapter Board Composition;

- Up to twenty-four (24) members, including
 - Four (4) elected officers (President, President Elect, Treasurer, Secretary)
 - One (1) Kentucky Hospital Association Representative
 - Three (3) University Representatives
 - One (1) from University of Kentucky
 - One (1) from University of Louisville
 - One (1) from Western Kentucky University

If a Board Member holds a dual role, for example is an appointed university representative and an elected officer, the Board of Directors may elect to fill the vacant seat with another Board Member.

- Up to three (3) ex officio (non-voting) members
 - One (1) University of Kentucky appointed student.
 - One (1) University of Louisville appointed student
 - One (1) Western Kentucky appointed student



Position Descriptions

Position: PRESIDENT

The President is the chief executive of the ACHE Kentucky Chapter and is responsible for calling and presiding at Chapter Board and business meetings and providing direction and coordination to members of the Chapter Board of Directors and members of the chapter.

Responsibilities

- Develop, implement and revise the Strategic Plan with the participation of the Board Members
- Monitor the progress of Chapter goals and objectives as set forth in the Strategic plan
- Stay current with all new ACHE information and policies and coordinate the dissemination of this information to chapter members
- Serve as the primary spokesperson for the chapter within the community and as a liaison with ACHE
- Conduct bimonthly chapter board calls and ensure that as a minimum, quarterly meetings of the Board of Directors occur annually
- Preside over all business meetings of Chapter and the Board of Directors. In the event of his/her absence, appoints a presiding officer in the following priority sequence; President-elect, Immediate Past President, Secretary, or Treasurer
- Conduct meetings, formulate ideas, and delegate responsibility to appropriate Officers and Committee Chairs
- Communicate effectively on all levels and positively represent ACHE Kentucky Chapter at meetings or functions/forums that would benefit the Chapter and ACHE
- Uphold the chapter's policies and procedures, handle problems, and address issues related to Board and membership
- Sets expectations for Board of Directors' participation and activity, and upholds Chapter Mission and ACHE Code of Ethics
- Ensure that Chapter events are reported to ACHE on a timely and accurate basis, financial statements are submitted to ACHE on a timely basis, and that ACHE is notified about changes in the appointed and elected chapter leadership
- Prepares and communicates a chapter self-assessment, which reflects the chapter's current status and identifies areas for improvement and growth
- Mentor and prepare the president-elect to assume the duties of president
- Write a "President's Message" for each chapter newsletter
- Ensures chapter governance and all chapter policies and procedures
- Plan and work with the Treasurer to prepare the annual budget
- Ensure diversity and inclusion in all Chapter programs and governance
- Support activities of the Sponsorship Committee to identify potential sponsor support for Chapter programs and events
- Promote membership growth and advancement of eligible members to Fellow
- Prepare and communicate a final written report on the year's activities, which includes recommendations for the following year and communicate this report to the incoming President and to the Board of Directors at the Annual board retreat.
- Participate in the development and recruitment of leaders for the Chapter

Qualifications

- Current ACHE affiliate in good standing for a period of no less than one year • Must be a Fellow
- Must have completed at least one term as a Director of the Board or made a significant contribution to the Board

Term of Office

Two (2) years

Attendance Responsibilities

- Attend ACHE Chapter Leaders Conference
- Attend 75% of chapter meetings Board of Directors

Attend 75% of Executive committee meetings.



Position: PRESIDENT-ELECT

The President-elect assists and fills in for the president, as needed, while preparing to serve as president. Oversees designated programs and committee functions.

Responsibilities

- Assume the office of president at the expiration of the President's term or earlier if the office becomes vacant for any reason
- Oversight of Chair activities of designated Committees
- Promote membership growth and advancement of eligible members to Fellow
- Support activities of the Sponsorship Committee by assisting with identification of potential sponsors for Chapter programs and events
- Ensure diversity and inclusion in Chapter programs and governance
- Lead the development of renewal of the chapter multi-year plan (Strategic Plan)
- Work with Secretary on monitoring of Dashboard and other Chapter metrics
- Serve as advisor to various committees
- Conduct meetings, formulate ideas, and delegate responsibility as appropriate
- Coordinate Board of Director Committee activities at the request/absence of the President
- Communicate effectively on all levels and positively represent ACHE Kentucky Chapter at meetings or functions that would benefit the chapter and ACHE
- Annually reviews governance structure, bylaws, and related practices
- Responsible for transition of Board Members and orientation of new Board members
- Work closely with current president and officers throughout the year as preparation for Chapter presidency
- Participate in development and recruitment of future leaders of the Chapter
- Call the Nominating Committee as specified in the Chapter Bylaws
- Coordinate and publish the Chapter slate of candidates for the Chapter Board elections
- Publish at least one article per year in the Chapter newsletter
- Ensure recognition of volunteers
- Ensure alignment of programs, functions, and activities

Qualifications

- Current ACHE affiliate member in good standing for a period of no less than one year
- Must have completed at least one term as a Director or other significant contribution to ACHE or any ACHE Chapter
- Strong leadership, communication, and organizational skills

Term of Office

Two (2) years

Attendance Responsibilities

- Attend ACHE Chapter Leaders Conference
 - Attend 75% of chapter Board meetings
- Attend 75% of Executive committee meetings.



Position: IMMEDIATE PAST PRESIDENT

The Immediate Past President is retained on the ACHE Kentucky Chapter board as an officer to provide continuity, as one of its most knowledgeable leaders. Serves in an advisory role as well as provides oversight of specific Committees, programs, and initiatives. Offers counsel to the new president and board members as needed.

Responsibilities

- Serve as full voting director on the board and advise various committees, as assigned
- Oversight of Chair activities of designated Committees
- Serve in an advisory capacity on other committees and perform duties as delegated by the president or officers
- Coordinate all Chapter awards functions and recognition
- Assist in developing slate of ACHE Kentucky Chapter officers for the annual elections
- Ensure diversity and inclusion in all Chapter programs and governance activities
- Promote membership growth and advancement of eligible members to Fellow
- Support activities of the Sponsorship Committee by assisting with identification of potential sponsors for Chapter programs and events
- Assists President-elect with transition and orientation of Board members
- Lead specific programs or initiatives as designated
- Ensure alignment of programs, functions and activities

Qualifications

- Current ACHE affiliate in good standing for a period of no less than one year
- Must have previously held the office of President
- Must possess good communication, leadership, and organizational skills

Term of Office

Two (2) years

Attendance Responsibilities

- Attend 75% of chapter Board meetings
- Attend 75% of Executive committee meetings.



Position: SECRETARY

The Secretary is the officer who maintains the records for the organization.

Responsibilities

- Responsible for preparation and maintenance of all official Chapter records
- Oversight of Chair activities of designated committees
- Assist in planning annual luncheon in conjunction with KHA Annual Convention
- Monitor the Chapter Dashboard Report and review/implement actions as necessary to meet established Chapter goals using ACHE recognition criteria
- Communicate with Board regarding Chapter metrics
- Serve as an advisor to assigned committees
- Assist President-elect with nominations and Chapter elections, per the bylaws
- Stay current with all new ACHE information and policies and ensures dissemination to Board of Directors and Chapter members
- Work with administrative staff to ensure an ongoing record of minutes and other official documents of the chapter and conveys these records to successor
- Responsible for ensuring all official chapter communication to chapter members, i.e. notification of upcoming events, changes in bylaws, new officers, recognition letters for new members and those achieving Fellow, etc.
- Ensure diversity and inclusion in all Chapter programs and governance activities
- Promote membership growth and advancement of eligible members to Fellow
- Support activities of the Sponsorship Committee to identify potential sponsor support for Chapter programs and events
- Assist with transition and orientation of new members of the Board of Directors

Qualifications

- Current ACHE affiliate in good standing
- Must have completed at least one term as a Director or other significant contribution to ACHE or any ACHE Chapter
- Strong leadership, communication, and organizational skills

Term of Office

One (1) year

Attendance Responsibilities

- Attend 75% of chapter board meetings
- Attend 75% of Executive committee meetings.



Position: TREASURER

The Treasurer acts as the chief financial officer of the chapter and manages all of the cash, bank accounts and financial records for the chapter.

Responsibilities

- Maintain accurate records of the chapter's financial status and monitor budget
- Deposit all funds received by the chapter in the chapter's accounts, including the dues rebate check from ACHE
- Pay all bills approved by the chapter's Board of Directors; issue and sign checks for approved expenses
- Propose composition of all necessary Financial Committees (e.g. Finance, Audit, Budget)
- Review the financial status of previous years
- Draft and present Annual Budget to the Board
- Audit or review records annually and prepare and present regular financial reports
- File any reports required by federal or state government and ensure compliance
- Provide detailed report of fiscal accounts and contacts to be forwarded to next treasurer
- Coordinate collection of all revenue from all sources including ACHE allocation, revenue from programs and sponsorship
- Work with committees to identify non-dues sources of revenue and support the activities of the Sponsorship Committee
- Submit quarterly and annual financial report to the Board of Directors for review
- Establish a chapter checking account and obtain pertinent signature cards and resolutions in appropriate institution per chapter policy
- Assure that all receipts and disbursements are recorded consistent with the appropriate accounting conventions currently in practice
- Assure that the Chapter leaders are appropriately insured
- Ensure diversity and inclusion in all Chapter activities; advise various committees, as assigned

Qualifications

- Current ACHE affiliate in good standing
- Must have completed at least one term as a Director or other significant contribution to ACHE or any ACHE Chapter
- Strong leadership, communication, and organizational skills
- Must have experience with industry accounting processes, budget development and financial management skills

Term of Office

One (1) year

Attendance Responsibilities

- Attend 75% of chapter board meetings
- Attend 75% of Executive committee meetings.



Position: CHAIR, SPONSORSHIP

The Chair of Sponsorship is responsible for securing sponsorships to support Chapter educational programs, events and member activities

Responsibilities

- Recruit committee members and develop meeting plan and annual sponsorship objectives
- Annually review sponsorship levels and benefits
- Identify potential sponsors and recommend best practice for outreach and contact
- Secure sponsorships for specific events in conjunction with appropriate chairs
- Maintain contact with past sponsors
- Ensure sponsor recognition at events and on marketing/communication materials
- Develop a structure for sponsor acquisition and relationship management program
- Assist other Board Members and Committees by providing training on sponsor outreach

Qualifications

- Current ACHE affiliate member in good standing
- Must possess good communication, leadership and organizational skills

Term of Office

One (1) year

Attendance Responsibilities

- Attend 75% of chapter board meetings
- Attend 75% of Sponsorship committee meetings.



Position: CHAIR, COMMUNICATIONS

The Chair of Communications is responsible for communicating to the membership and board leadership via newsletter, website, email and other forms as identified to support the education and advancement of the membership;

Responsibilities

- Recruit committee members and develop meeting plan and annual objectives
- Review annual communication plan
- Identify potential enhancements to the existing communication structure
- Assist with communication of events, programs and chapter information
- Maintain the chapter website
- Maintain the chapter newsletter
- Develop a structure for sponsor acquisition and relationship management program
- Assist other Board Members and Committees by providing training on communications

Qualifications

- Current ACHE affiliate member in good standing
- Must possess good communication, leadership and organizational skills

Term of Office

One (1) year

Attendance Responsibilities

- Attend 75% of chapter board meetings
- Attend 75% of Communications committee meetings.



Position: CHAIR, EDUCATION AND PROGRAMMING

The Education and Programming Chair provides leadership to the chapter board and the Membership and Advancement Committees in developing member recruitment and retention strategies, meeting annual membership goals, overseeing advancement activities, and evaluating member satisfaction.

Responsibilities

- Promote the FACHE credential to eligible chapter members
- Develop focused advancement programs and events to support the needs of the members of the Chapter to advance to Fellow or recertify
- Select, invite and follow-up with Program faculty to ensure participation
- Arrange and call all meetings of the Advancement committee
- With Treasurer, create and coordinate an Advancement committee budget
- Keep records of all advancement events, webinars
- Coordinate with communications committee to create promotional pieces to publicize events
- Oversee development of least one Board of Governors examination review course each year, Encourage all chapter members nearing eligibility for the BOG exam to prepare by taking the review course and apply to sit for exam
- Track completed BOG participants and offer assistance
- Create at least one article per year for Chapter newsletter
- Coordinate direct member contact to:
 - ✓ Congratulate them on Board of Governors Exam completion and/or becoming an ACHE Fellow
 - ✓ Assist them in recertifying their FACHE (if no action has been taken)

Qualifications

- Current ACHE affiliate in good standing for a period of no less than one year
- Strong leadership, communication and organizational skills

Term of Office

One (1) year

Attendance Responsibilities

- Attend 75% of chapter board meetings
- Attend 75% of Education and Programming committee meetings.



Position: CHAIR, ADVANCEMENT

Responsibilities

- Promote the FACHE credential to eligible chapter members
- Arrange and call all meetings of the Advancement committee
- Create and coordinate, with Treasurer, an Advancement committee budget
- Encourage and support healthcare leaders who are eligible for advancement to become Fellows
- Work with Education & Programming Chair to provide healthcare-related CE necessary for advancement
- Plan Board of Governors review course for member advancement
- Track completed BOG participants, help, and congratulate AHCE members who advance to Fellow
- Collaborating with ACHE members to become eligible for advancement to Fellow

Qualifications

- Current ACHE affiliate in good standing for a period of no less than one year
- Strong leadership, communication and organizational skills

Term of Office

- One (1) year

Attendance Responsibilities

- Attend 75% of chapter board meetings
- Attend 75% of Advancement committee meetings.



Position: CHAIR, MEMBERSHIP

The Membership Committee Chair provides leadership to the chapter board and the Membership and Advancement Committees in developing member recruitment and retention strategies, meeting annual membership goals, overseeing advancement activities, and evaluating member satisfaction.

Responsibilities

- Promote the chapter and ACHE to area healthcare executives
- Promote ACHE networking within the Chapter
- Set goals and develop membership growth and advancement
- Monitor goals for membership growth and advancement
- Ensure member retention activities
- Arrange and call all meetings of the Membership Committee
- Provide membership report on quarterly basis
- Ensure diversity and inclusion in all membership recruitment efforts
- Develop programs to attract new members
- Coordinate direct member contact to:
 - ✓ Welcome them to the Chapter
 - ✓ Assist them in transitioning from Student Member to Full Member
 - ✓ Assist them in renewing their membership (if no action has been taken)

Qualifications

- Current ACHE affiliate in good standing for a period of no less than one year
- Strong leadership, communication and organizational skills

Term of Office

One (1) year

Attendance Responsibilities

- Attend 75% of chapter meetings
- Attend 75% of Membership Committee meetings



Kentucky Chapter Programs & Events

The Kentucky Chapter has many annual programs and events for engagement and educational opportunities for the membership. In general, the current calendar, as of 2018-2019, the board will hold bi-monthly conference calls on the odd months and committees will hold planning meetings on the even months. Typically, held on the last Friday of the month. There is a quarterly newsletter that is posted and the website will be updated at least quarterly as well. Face to face board retreat is typically held in conjunction with the Kentucky Hospital Association's Annual Convention in May of each year. The Board of Governor's prep course is offered once a year, typically in August.

2018-2019

January Q1 Newsletter Monthly Board Call	June Committee Calls
February Committee Calls Annual Shadowing Day Program	July Q3 Newsletter Monthly Board Call
March Monthly Board Call Board of Directors & Officers Vote	August Committee Calls Board of Governor's Exam Prep Course
April Committee Calls New Board of Directors & Officers Notified	September Monthly Board Call
May Q2 Newsletter Annual Board of Directors' Retreat, Review Annual Plan, Kentucky Hospital Association Annual Conference, ACHE Face-to-Face Event	October Q4 Newsletter Committee Calls
	November Monthly Board Call, Review Annual Plan
	December No Events

Board of Directors Procedures & Expectations

Nominating Process

At the beginning of the year, the current president will execute or delegate the following tasks;

- November/December – Slate of directors & officers created;
 - Ask each Board member about their willingness to continue to serve as a director and/or their leadership role within;
 - Look at regional distribution of officer/Board members
 - Look for interest to move up in leadership roles
 - Q4 Newsletter to include a call for participation
- January & February – Slate Presented
- March – Slate vote (via email or on-board call)
- April – New Members Notified



- May - Chapter Operations New Year; New Board positions to take effect at the Annual Planning meeting at the KHA Convention

Transition of Members

Board members may transition from positions because they have successfully completed their term of office as specified; they resign their positions before the end of their term of office for personal or professional reasons, or they have been removed from their position due to unsatisfactory performance. When someone is ready to transition, they are expected to have a list of potential members in that area that could be tapped for a Board position.

Expectations for members of the Board of Directors

Each member of the Board of Directors is expected to:

- Fully perform the responsibilities/duties of his/her elected position on the Board to accomplish the mission of ACHE Kentucky Chapter
- Complete the Board of Directors on-boarding process
- Establish and convene committees to carry out activities
- Overview the activities of the establish committees
- Develop objectives for work associated with the Board position and metrics for intended results
- Coordinate with other board members to ensure alignment of programs across the Chapter
- Participate in strategic planning processes, board meetings, and committee meetings
- Ensure diversity and inclusion in all Chapter activities
- Attend 75% of Board of Directors meetings in person or telephonically; this chapter conducts bimonthly board conference calls or meetings and a board retreat in May.
- Electronically submit 100% of required Board reports about activities performed/events occurring in conjunction with his/her area of responsibility
- Provide appropriate recognition of volunteers

New Board Member On-Boarding

It is expected that each newly elected and returning Board Member will become familiar with his/her responsibilities. On-boarding for new Board Members should include the following:

- Review of the Board Manual
- Review of the current Annual Plan
- Attending the next scheduled board call
- Attending the next scheduled Annual Planning Meeting

Performance

Board members/committee chairs may be removed from their positions if they consistently fail to attend required meetings, fail to perform duties in accordance with ACHE KENTUCKY CHAPTER requirements, or violate the code of ethics. This action can only be taken after thorough review.

The President or designee will discuss the situation with the Board member and may offer a plan, assistance, and timeline for improving performance of duties of the position. If satisfactory performance is not achieved, the President will either schedule a special meeting of the Board or the Executive Committee to address this matter. After the discussion the Board or EC will vote to determine whether the individual will remain. A simple majority vote decides the action.

If the individual is terminated, the President will seek a qualified member of the Board or Chapter to volunteer to fill the remaining term of the Board position the individual was removed from.



Financial Reporting Requirements

<https://www.ache.org/pdf/secure/chapters/chaptertreasurermanual.pdf>

Annual Submission Requirements

- Monthly Treasurer's Report; Beginning Balance, deposits, withdrawals, interest, Ending Balance
- 990 Tax Form
- Expense reimbursements

Education Program Planning Requirements

http://www.ache.org/chapters/Chapter_Education_Program.cfm

Annual Planning

The annual planning process is executed to complete the ACHE National Required Annual Plan that correlates to the metrics on the Chapter Dashboard:

- Review Chapter Dashboard regularly
<http://www.ache.org/chapters/servicecenter/reports.cfm>
- Determine operational objectives to meet goals for upcoming year
- Accountability and metrics for deliverables
- Ensure alignment of all programs and events
- Establish initial calendar for upcoming year
- Review the Board Manual & Chapter Bylaws to ensure accuracy
<http://www.ache.org/chapters/servicecenter/board-manuals.cfm>
<http://www.ache.org/chapters/servicecenter/chaptersbusinesscenter.cfm>
- Review the Board leadership and organization structure
- Conduct Chapter Leadership Development Program assessment
- Other items as determined



ACHE Kentucky Chapter
 20XX-20XX Multi Year Chapter Plan
 Adopted on <date>

Vision: To be the preeminent professional society for healthcare executives dedicated to improving health.

Mission: To advance our members and healthcare management excellence.

Goal	Objective	Indicator	Annual Objectives			Action Plan Accountability		Notes
			2015	2016	2017	Committee	Leader	
Financial Stability								
Growth								
Growth								
Value/Service								
Value/Service								

Annual Shawdowing Day



Bylaws

ARTICLE I – NAME

Section 1: Name.

The name of the Chapter shall be the Kentucky Chapter of the American College of Healthcare Executives and shall include, for purposes of uniformity, “an independent chapter of the American College of Healthcare Executives”. Hereinafter in these bylaws it will be identified as the “Chapter”. The American College of Healthcare Executives will be identified as “ACHE”.

ARTICLE II – MISSION AND AFFILIATION

Section 1: Mission.

The mission of the Chapter, in the territory designated by ACHE, is to be the professional membership society for healthcare executives; to meet its members’ professional, educational, and leadership needs; to promote high ethical standards and conduct; to advance healthcare leadership and management excellence; and to promote the mission of ACHE.

Section 2: Affiliation with ACHE.

So long as this Chapter remains a Chapter of the ACHE, the Chapter shall operate in accordance with the ACHE chapter agreement in force at that time. Chapter Bylaws shall be further enacted as necessary to satisfy any governmental regulations. Any disbursement of funds shall be for services rendered to or for the benefit of the Chapter in meeting its purpose. All such payments shall be made in accordance with the Bylaws.

Section 3: Organizational Identity.

The Chapter is a distinct, separate entity from ACHE. The Chapter is therefore responsible for maintaining the chapter’s financial records, filing appropriate notices and forms with state and federal authorities, and maintaining necessary insurance coverage for the Chapter except where specific arrangements have been made for ACHE to serve as the Chapter’s registered agent. ACHE shall not be liable for the debts and obligations of the Chapter. The Chapter shall not be liable for the debts and obligations of ACHE.

ARTICLE III – MEMBERSHIP

Section 1: Eligibility.

All ACHE affiliates located within the chapter’s assigned geographic territory shall be members of the Chapter. Only ACHE affiliates are eligible to hold membership in the Chapter.

Section 2: Establishment of Membership.

Membership in this Chapter shall become effective when ACHE assigns an ACHE affiliate to the Chapter based on the location of the affiliate in accordance with the procedures of ACHE.

Section 3: Categories of Membership.

Membership categories in the Chapter shall be the same as the ACHE membership categories in effect from time to time.

Section 4: Resignation.

A member may resign at any time, by providing written notice to ACHE.



ARTICLE IV – DUES

Section 1: Dues.

The Chapter shall not charge dues for membership in the Chapter. Dues shall be charged by and paid to ACHE in accordance with the dues schedule in force at the time.

Section 2: Nonpayment of Dues.

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

ARTICLE V – MEETINGS OF MEMBERS

Section 1: Meetings of Members.

The meetings of the Chapter membership shall be conducted in accord with Robert’s Rules of Order Newly Revised (latest edition), when the latter are not in conflict with these bylaws or the Articles of Incorporation of the Chapter.

Section 2: Business Meetings.

The Chapter shall conduct an annual business meeting (typically in May) in conjunction with a scheduled Chapter Board meeting such meeting shall be open to all members of the Chapter.

Section 3: Notice of Meetings.

- a) Written notice stating the place, day and hour of the board meeting shall be delivered in a manner (typically via email) acceptable to the Board to each member of record entitled to vote at such meeting, not less than 5 days before the meeting, by or at the direction of the president, secretary or treasurer. Meetings are typically established for the year from June to May’s annual meeting and sent in advance.
- b) Written notice stating the place, day and hour of the chapter meeting or event shall be delivered in a manner (typically via email) acceptable to each member of record, not less than 5 and no more than 60 days before the meeting or event, by or at the direction of the president, secretary or treasurer.

Section 4: Eligibility to Vote.

Only Chapter members shall have the right to vote. Members may not vote by proxy. The Chapter may utilize any method of voting permitted by law.

Section 5: Quorum.

A quorum shall consist of one-third of the Chapter Board voting members. In any vote the results shall be determined by a majority of votes received for any particular person or motion.

Section 6: Special Business Meetings.

The Chapter Board may call special business meetings. Special business meetings shall be limited to consideration of subjects listed in the official call for such meetings unless otherwise ordered by unanimous consent of the eligible voting members present and voting.

ARTICLE VI – CHAPTER BOARD

Section 1: Administration.

The administration of this Chapter shall be managed by elected officers and directors that will be called the Chapter Board. The Chapter Board shall have authority and responsibilities for supervising the general



operation of the Chapter in meeting its mission as stated in Article II. All Board Members shall meet the expectations of the Chapter Board as outlined in Attachment A.

Section 2: Eligibility of Directors

Directors must be members of ACHE.

Section 3: Eligibility of Officers.

Effective January 1, 2008, The President and President Elect must carry FACHE credentials and be working for a Healthcare Provider to run and be elected to office. If a sitting President or President Elect does not meet these criteria at the time of implementation they shall be exempt from this clause for two years or at the completion of their term as President. Other Officers must be in good standing with ACHE.

Section 4: Board Composition.

The Chapter Board shall consist of (5) elected Officers, the President, the President-Elect, the Immediate Past President, the Treasurer and the Secretary, a representative Director from the Kentucky Hospital Association, a representative Director from the University of Louisville, a representative Director from the University of Kentucky, a representative Director from Western Kentucky University and (15) Directors from the Chapter Membership. If one of the designated representatives holds an elected Office, the Chapter may determine if an additional Director is elected. *In addition, any Regent of ACHE who is a member of the chapter shall be an ex officio, voting member of the Chapter Board.*

Section 5: Chapter Board Meetings.

Regular meetings of the Chapter Board shall be held at least four (4) times during a year at such time, place, and mode of meetings as the President may determine. The President or any 3 other Board members may also call special meetings of the Board.

Section 6: Notice.

Notice of any regular or special meeting of the Chapter Board shall be given to each Director 5 days prior to the meeting or specified at the previous Board meeting. If notification is sent it will be sent in a manner acceptable to the President.

Section 7: Quorum.

One-third of the voting members of the Chapter Board shall constitute a quorum for any vote. In matters of conflict of interest in which an Officer or Director is the subject, the Officer or Director shall not be allowed to vote. The Chapter may utilize any method of voting permitted by law

Section 8: Action of the Chapter Board.

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

Section 9: Term of Office.

The tenure of Officers and New Directors shall commence at the annual planning retreat. Except for the President, the Past President and the President-Elect who will serve a two-year term, there is no term limit for their tenure. The term of office for Officers shall commence at the Annual Meeting and shall continue for a period of one year, or until replaced by a subsequent election. President and President Elect may not



serve more than one term. In the event of a vacancy, the Chapter Board shall appoint an eligible member to fulfill the remainder of the term.

Section 10: Chapter Officers.

10.1 PRESIDENT: The President shall serve as the chief executive officer of the Chapter. The President shall preside at all meetings of the Chapter and the Chapter Board, calling meetings of the Chapter Board as is necessary. The President shall exercise general supervision over the activities of the Chapter, shall assure adherence to the Bylaws and keep the members of the Chapter Board fully informed and consulted concerning the business of the Chapter. The President shall appoint whatever committees are necessary to carry out the objectives of the Chapter and shall serve as an ex-officio member of all such committees.

10.2 PRESIDENT ELECT: In the absence of the President, or if the President is unable to perform his/her key duties (as determined by the Chapter Board) the President's duties shall be performed by the President-Elect. The President or the Chapter Board may assign such duties as will allow the President-Elect to become familiar with the duties of the Presidency and the bylaws, objectives and general affairs of the Chapter. Furthermore, the President Elect shall procure, develop, lead and coordinate all education opportunities for the Chapter.

10.4 CHAPTER TREASURER: In the absence of the President and President-Elect the President's duties shall be performed by the Treasurer. The Treasurer shall receive and disburse the funds of the Chapter. The Treasurer shall keep and preserve vouchers and the Chapter's books, which shall be open to inspection and subject to periodic audit by the Chapter Board. The Treasurer shall deposit funds of the Chapter in such banks as may be approved by the Chapter Board and shall disburse funds only upon approved vouchers. The Treasurer shall submit regular financial reports to the Chapter Board reconciling bank statements and an annual financial report to the Chapter and ACHE along with such other reports as may be required by ACHE.

10.5 CHAPTER SECRETARY: In the absence of the President, President-Elect, and Treasurer, the President's duties shall be performed by the Secretary. The Secretary shall keep a report of the meetings of the Chapter. The Secretary shall also notify the members of their election to office, keep a roster of members, issue notices of all meetings, keep the minutes of the Chapter Board meetings and perform such other duties as may be assigned by the President and/or the Chapter Board. The Secretary shall maintain the records, website and newsletter for the Chapter. The Secretary, in conjunction with the Treasurer, shall complete necessary annual forms for the Kentucky Secretary of the State and other governmental organizations (i.e. Form 990 Tax Return). The Secretary will work closely with the President to prepare the regular reports to ACHE national.

ARTICLE VII – ELECTIONS

Section 1: President and President Elect.

Bi-annually, in January, the President and President Elect shall be put forth by the Nominating Committee to serve as Officers. A vote can be requested by a member of the Nominating Committee should they feel the nomination would not be in the best interests of the Chapter. The nomination can be overturned by a majority vote of the Nominating Committee and a new candidate will be named by the Committee. Once selected, a written request for acceptance should be sent to the candidate. If the nomination is accepted by the candidate the Chapter Board shall vote to confirm the new position.

Section 2: Other Officers.



In January of each year the Nominating Committee shall meet and select a Treasurer and a Secretary. Special consideration should be taken to ensure that these positions are selected from the pool of directors and committee chairman who have worked with the Chapter for the previous year. Exceptions, however, can be made. Voting will be by majority of the nominating committee. Once selected, a written request for acceptance should be sent to the candidates. If the nomination is accepted by the candidate the Chapter Board shall vote to confirm the new positions.

Section 3: Directors.

In January of each year the Nominating Committee shall commence and select new directors to fill the vacancies that have occurred over the past year. The total number of directors shall not exceed Twenty (20). The Chapter Board will strive for Directors from throughout the state to ensure a diverse and well represented board. Fifteen (15) of the directors shall be selected from anywhere throughout the state with the final five (5) positions filled by the Immediate Past President, the Kentucky Hospital Association Representative, and one representative in a Healthcare Administration leadership position from each of the following universities; University of Kentucky, University of Louisville, and Western Kentucky University. Voting will be by majority of the nominating committee. Once selected, a request for acceptance should be made to the candidates. If the nomination is accepted by the candidate the Chapter Board shall vote to confirm the new positions.

ARTICLE VIII – COMMITTEES

Section 1: Standing or Special Committees.

(a) The Chapter Board may by resolution create one or more standing or special committees of the Chapter Board; appoint a Director as the chairperson of each committee; and appoint chapter members to serve on the committee or committees. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Chapter Board, or any individual director, of any responsibility imposed by law. A committee shall not take any action that is inconsistent with these Bylaws or that revokes or amends any previous action by the Chapter Board which is still in effect.

(b) Each standing or special committee of the Chapter Board shall have one or more directors as members, and all committee members shall serve at the pleasure of the Chapter Board. (c) The President of the Chapter shall serve ex officio as a voting member of each committee of the Chapter Board. One-third of a committee of the Chapter Board shall constitute a quorum. The act of a majority of committee members present and voting at a committee meeting at which a quorum is present shall be the act of the committee. No member of such committee of the Chapter Board may act by proxy and, to the extent provided in these Bylaws for presumption of assent of directors, assent is presumed for committee members. A committee member may participate in and act at any meeting through the use of a conference telephone or other similar communications equipment, and the committee may act by unanimous consent in writing without a meeting, in the manner provided by these Bylaws for the Chapter Board. Subject to these Bylaws and to action by the Chapter Board, a majority of the members of a committee of the Chapter Board shall determine the time and place of committee meetings and the notice required for such meetings.

Section 2: Executive Committee.

(a) There shall be an Executive Committee of the Chapter Board.

(b) The Executive Committee shall be composed of the President, President-Elect, Treasurer, Secretary of the Chapter, the Regent, the most recent Past President and one at large member as determined by the Chapter Board. Such The At-Large Director shall be elected for a one (1)-year term by the Nominating



Committee. A vacancy among the at-large director on the Executive Committee shall be filled by action of the Board.

(c) The President shall serve as chairperson of the Executive Committee and the Secretary shall serve as secretary of the Executive Committee.

(d) The Executive Committee shall act upon such matters as may be referred to it during intervals between meetings of the Chapter Board to the extent permitted by law and as specified by the Chapter Board.

(e) Meetings of the Executive Committee may be called by the President or any two (2) Executive Committee members. Written notice of any such meeting shall be provided at least Five (5) days prior to the meeting via U.S. mail, facsimile, or electronic communication. A copy of each notice of an Executive Committee meeting shall be provided simultaneously to each member of the Chapter Board in order to allow the members to express their views on matters which may be considered at such meeting.

(f) The Secretary, or his or her designee, shall keep a record of the proceedings of the Executive Committee and shall present such record of proceedings at each Chapter Board meeting.

Section 3: Nominating Committee.

(a) The Nominating Committee shall be a committee of the Chapter whose purpose is to nominate officer and director candidates from among qualified members of the Chapter. (b) The Nominating Committee shall be comprised of the current Chapter President, the Immediate Past President, one additional member of the Board of Directors to serve as chair *and any Regent of ACHE who is a chapter member shall be an ex officio, voting member* At all meetings of the Nominating Committee a three-fourths (3/4) majority shall constitute a quorum. (c) The Nominating Committee shall meet during the first quarter of the calendar year to create and approve a slate of Officers and Directors for the upcoming year. The proposed slate of officers and directors shall be presented to the board in March. The Chapter Board shall vote via email or during a regularly scheduled meeting in April on the nominated slate. If any candidate is not approved by the Chapter Board, the Nominating Committee shall put forth another candidate.

Section 5: Education & Programming Committee

The Education Committee shall be a committee of the Chapter whose purpose it shall be to procure, develop and coordinate education and networking opportunities for the Chapter. (b) The Education Committee shall be comprised of the appointed Committee Chair and at least two other members of the chapter (c) The Education Committee shall meet as needed per the Chair to plan educational and networking programs in accordance with the current annual plan.

Section 6: Advancement Committee

Section 6: Sponsorship Committee

(a) The Sponsorship Committee shall be a committee of the Chapter whose purpose it shall be to raise money to help fund Chapter activities. (b) The Sponsorship Committee shall be comprised of the Sponsorship Chairman and at least two other members of the chapter.

Section 7: Term of Office, Removal of Committee Members, and Committee Longevity.

(a) Except as otherwise expressly provided herein, the term of each committee member shall begin at the beginning of the committee meeting following that committee member's appointment, and shall continue until a successor is elected or appointed, unless the committee is sooner terminated, or the member resigns from the committee, is removed from the committee, or ceases to qualify as a member thereof.

(b) Any committee member may be removed by the Chapter Board whenever, in its judgment, the best interests of the Chapter will be served by the removal.



(c) No committee shall continue beyond the next annual meeting of the Chapter Board after the designation of the committee, unless otherwise expressly provided in the resolution creating the committee.

ARTICLE IX – CONFLICT OF INTEREST

Section 1: General.

The Chapter Board and its Officers shall administer Chapter affairs honestly and economically and exercise their best care, skill, and judgment for the benefit of the Chapter and ACHE. The Chapter Officers shall exercise the utmost good faith in all transactions relating to their duties for the Chapter. In their dealings with and on behalf of the Chapter, they are held to a strict rule of honest and fair dealings with the Chapter. They shall not use their position, or knowledge gained there from, so that a conflict might arise between the Chapter interest and that of the individual.

Section 2: Disclosure of Conflict of Interest.

Each nominee for a Chapter Board or committee position shall make written disclosure of any interest that might result in a conflict of interest upon nomination to office, before appointment to fill a vacancy in office, and annually thereafter. Such a written disclosure shall be made on such form or forms as may be adopted by the Chapter Board for that purpose.

ARTICLE X – AMENDMENTS

Section 1: Amendments.

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

Section 2: Review of Chapter Bylaws.

Prior to enactment or modification, Chapter Bylaws will be reviewed and approved by ACHE in accordance with existing policies and procedures. ACHE and the Chapter shall maintain a record of all revisions to the Bylaws, including effective dates. A final approved original copy of each version of the bylaws and amendments will be maintained by the Chapter Secretary.

ARTICLE XI – DISSOLUTION

Section 1: Dissolution of the Chapter.

The Chapter may be dissolved at any business meeting of the membership by a three-fourths-majority vote of voting members present, providing such notice of intent shall have been communicated and provided each voting member at least 30 days prior to the meeting where such dissolution vote is taken.

Section 2: Chapter Assets.

In the event of the dissolution of the Chapter, all assets remaining after the settlement of any chapter debts and obligations shall be distributed in accordance with the United States Internal Revenue Service Code governing dissolution of Non-Profit, Tax exempt or For-Profit corporations.

ARTICLE XII – MISCELLANEOUS PROVISIONS

Section 1: Execution of Contracts.

The Chapter Board may authorize any Officer or Officers and any agent or agents to enter into any contract or execute any instrument in the name of, and on behalf of, the Chapter, and such authority may be general



or limited to specific instances. No Officer, agent, or employee shall have any power or authority to bind or obligate the Chapter by any commitment, contract, or engagement, or to pledge its credits to render it liable for any purpose or in any amount unless dully authorized by the Chapter Board.

Section 2: Fiscal Year.

The fiscal year of the Chapter shall commence on January 1st of each calendar year.

The operational year of the Chapter shall commence at the Annual Planning Meeting, typically held in May in conjunction with the Kentucky Hospital Association's Annual Convention.

Section 3: Effect of Bylaws.

These Bylaws are in all respects subordinate to, and shall be controlled by, applicable provisions of the corporate laws (profit or non-profit) of the State, other applicable laws, and the Articles of Incorporation of the Chapter. Except as these Bylaws may be inconsistent with such laws and Articles, they shall regulate the conduct of the business and affairs of the Chapter with respect to all matters to which they relate.

ATTACHMENT A: EXPECTATIONS OF THE CHAPTER BOARD

Board Members must be ACHE members in good standing.

Board Members agree to attend at least seventy-five percent (75%) of the scheduled Board conference calls or meetings per year. If a Board Member has three (3) absences where they have not notified another Board member during a calendar year, they may automatically be removed from the board

Board Members agree to attend at least one chapter hosted educational program a year. Networking/educational events are included. Board Members are also expected as needed to participate in the event (assisting Committee Chair(s), working registration table, etc.).

Board Members agree to assist in member recruitment and retention efforts. This includes, but is not limited to speaking to student chapters, recommending colleagues for membership in ACHE, participating in a letter writing or phone bank campaign, mentoring colleagues preparing for the Board of Governor's Exam and promoting ACHE membership within their organization.

All Board Members must be employed in a health care related position. If unemployed, Board Members must find employment in the chapter's region within 12 months. Exceptions can be made with Board approval.

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Travel Policy

The ACHE Kentucky Chapter will reimburse volunteer faculty who give their time to the official face-to-face education and advancement sessions held throughout the state each year. The chapter will reimburse for mileage that requires travel outside of a 50-mile radius from the volunteer's home or workplace, whichever is greater. The mileage rate will match that of the National ACHE travel policy, currently set at \$0.535 per mile (April 2019). Any volunteer wishing to be reimbursed will complete a reimbursement form and submit it to the chapter treasurer for review within 14 days of the travel event. Payment should be expected within 30 days from receipt of approval, mailed to home or workplace address, as specified on the reimbursement form. Reimbursement of overnight accommodations are not typical. If there is an exceptional circumstance, a request shall be made to the Executive Committee of the Board prior to travel.

Member & Board Recognition Program

Regent Awards

Senior-Level Healthcare Executive Award

The Senior-Level Healthcare Executive Award is awarded annually by the Regent to a Fellow of ACHE who has demonstrated leadership, innovative management, and creativity. Eligible awardees exemplify leadership in local, state, or provincial hospital and health association activities, participate in civic/community activities and projects, and are capable in promoting the growth and stature of their organizations within the community. This award signifies an executive's interest in assisting ACHE in achieving its objectives and rewards their contributions to the development of others in the healthcare profession. Nominees must be a CEO, COO, or other senior-level executive title within their organization and be a member in good standing of Health Care Executives of Southern California

Early Career Healthcare Executive Award

This award is presented annually to an affiliate in good standing who has demonstrated leadership ability, innovative and creative management, and executive capability. Awardees participate regularly in hospital or health association activities at the local, state, and national level and demonstrate an interest in assisting ACHE in achieving its objectives.

ACHE Awards

Gold Medal Award

The Gold Medal Award is the highest honor bestowed by the American College of Healthcare Executives on outstanding leaders who have made significant contributions to the healthcare profession.

Lifetime Service Award

The Lifetime Service Award was created to recognize Life Fellows and Retired Fellows who have made significant contributions to the American College of Healthcare Executives.

Robert S. Hudgens Memorial Award

The Robert S. Hudgens Memorial Award for Young Healthcare Executive of the Year was established to recognize early careerists for outstanding achievements in the field of healthcare management.

ACHE Recognition Program

The ACHE Recognition Program is based on points accrued through volunteer activities performed in a convocation year (April–March). Points begin to accrue for affiliates beginning with the 2003–2004 convocation year and are cumulative from year to year. An affiliate does not need to achieve a set number of points in a single year, but rather points will build over time. In that manner, affiliates have the opportunity to progress through the three award levels.

The three award levels are:

- Exemplary Service Award = 125 points



- Distinguished Service Award = 75 points
- Service Award = 30 points

Assessment of Chapter Performance

Assessments provide valuable insight to help chapter leaders examine achievements, commitment, and plan for development. A chapter governance self-assessment will be completed in July. Additionally, a chapter board self-assessment for board officers will be completed in November.



CHAPTER GOVERNANCE SELF ASSESSMENT

Direction Setting

1. The Board of Directors works to be broadly and appropriately representative of the chapter’s stakeholders. (e.g.: Age, Ethnicity, Gender, Geographic, Position)

Never Sometimes Always

Comments: _____

2. The Board of Directors understands the stakeholders’ desires and needs.

Never Sometimes Always

Comments: _____

3. The Board of Directors approves a multi-year plan for the chapter.

Never Sometimes Always

Comments: _____

4. The chapter’s multi-year plan is reviewed and updated each year.

Never Sometimes Always

Comments: _____

Resource Development and Allocation

5. The Board of Directors develops and approves an annual budget for operations.

Never Sometimes Always

Comments: _____

6. The Board of Directors explicitly allocates resources for each major function/committee of the chapter, as appropriate.

Never Sometimes Always

Comments: _____

7. The board receives and reviews financial reports at each board meeting.

Never Sometimes Always

Comments: _____



8. The Board of Directors regularly discusses and develops plans to generate additional financial resources for the chapter.

Never **Sometimes** **Always**

Comments: _____

Structural Alignment

9. The Board of Directors approves appointees to the chapter committees to ensure they are representative of relevant stakeholders.

Never **Sometimes** **Always**

Comments: _____

10. The Board of Directors develops, approves and communicates a clear charge to each committee that specifies its responsibilities and authority.

Never **Sometimes** **Always**

Comments: _____

11. Committee activities and performance are regularly reviewed by the Board of Directors at its meetings.

Never **Sometimes** **Always**

Comments: _____

12. Committee chairpersons are either on the Board of Directors or regularly attend board meetings.

Never **Sometimes** **Always**

Comments: _____

Leadership Development

13. An orientation is conducted each year for new members of the Board of Directors.

Never **Sometimes** **Always**

Comments: _____

14. An orientation/planning session is conducted each year for committee chairpersons and new committee members.

Never **Sometimes** **Always**

Comments: _____



15. The nominating committee is charged with the responsibility for finding and recruiting new directors and officers based on the needs of the chapter.

Never **Sometimes** **Always**

Comments: _____

16. The chapter has a clear line of succession for the top leadership of the chapter, including committee chairpersons, directors and officers.

Never **Sometimes** **Always**

Comments: _____

Board Functioning

17. An agenda with supporting material is prepared and provided to the Board of Directors prior to each meeting.

Never **Sometimes** **Always**

Comments: _____

18. Reports from committees and reports on key chapter activities are regularly reviewed and discussed by the Board of Directors.

Never **Sometimes** **Always**

Comments: _____

19. Board discussions are collegial, wide-ranging, participative and satisfying to the directors.

Never **Sometimes** **Always**

Comments: _____

20. Board decisions are generally reached by consensus based on full discussions of the issues involved.

Never **Sometimes** **Always**

Comments: _____

