

Date: October 1, 2009

To: HCE Membership

From: Stan Grube, President

Subject: Recommended revisions to HCE Bylaws

The full text of Bylaws changes can be viewed on the HCE website:
hcesocal.ache.org

The following changes to the HCE Bylaws have been recommended by the Bylaws Committee to the HCE Board of Directors. A number of current Bylaws provisions are either inconsistent with our current practice, need to be modified per our affiliation agreement with ACHE, or should be changed to avoid confusion.

The HCE Board of Directors unanimously approved the below Bylaws changes and hereby recommends your acceptance.

Article I - Name

Add the following per the model ACHE Bylaws – “an independent chapter of the American College of Healthcare Executives and a distinct separate entity from ACHE”

Article IV - Members – Section 4.1 (a) iv – Classes and Qualifications (p.2)

Change “faculty member from an accredited program” to “faculty member from an accredited university”

Reason: several of the graduate programs are either too small to be accredited by an outside agency or do not wish to go through the process due to financial or staffing issues.

Article IV - Members – Section 4.01 (c) (p.3)

Add: ACHE has an Emeritus membership status which will allow HCE to recognize a limited number of individuals for their past service.

Delete Honorary member – Emeritus membership adequately meets the needs of HCE and is acceptable to ACHE.

Delete Affiliate Member – Only members of ACHE may be members of a Chapter, per ACHE affiliation agreement.

Article IV - Members – Section 4.05 (p.4) – Termination and Suspension of Membership

Add “or exemption” (a) (iii)

Reason: Same reason as above – some dues may not be required by ACHE, such as for Life Fellows.

Article V - Meeting of Members – Section 5.02 - Annual Meeting – (p.5)

Add: “and Notification of Election of Officers and Directors”

Reason: The Bylaw currently stipulates that the Directors be elected at the annual meeting. In past years, the election was conducted well after the annual meeting. The Bylaws should now stipulate that the election of the Board is to be conducted by written ballot, either mailed or by e-mail or other appropriate electronic method no later than 30 days prior to the annual meeting and that the results of the vote be announced at the annual meeting, as well as an electronic notification to the members.

Article IX – Election of Officers – Section 9.01 – Nominations (p. 13)

Add: The Nominating Committee shall include the ACHE Regent who is a Chapter member as an ex-officio, voting member. (per ACHE requirements)

Article X – Directors – Section 10.03 (p.15)

Add: Any Regent of ACHE who is a member of the Chapter shall be an ex-officio, voting member of the Board of Directors. (per ACHE requirements).

Article X - Directors– Section 10.04 (p.15)

Add: “All directors shall be designated by name.....unless a candidate for the office has not been identified. Each such director shall hold office for one (1) year and until a successor has been duly elected in accordance with Article IV Section 6.02 or at a duly called meeting of the Board of Directors subsequent to the annual meeting”.

Reason: If a director leaves HCE for any reason during his/her term of office, the Board has the right to fill that position with a qualified individual.

Article X - Director’s Meeting – Section 10.06 (C) - Annual Meeting (p.16)

Change wording to: “Upon ratification of the vote of the membership for the new Board, the incoming Board may schedule an organizational meeting either prior to or as soon as practical after the annual meeting of members”.

Reason: The Board may wish to meet shortly before or after the annual meeting to address scheduling and operational issues.

Article XI - Election of Officers - Section 11.02 (p.20)

Delete this section since Officers are elected by the members at the same time as Directors.

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