



THE NATIONAL ASSOCIATION OF HEALTH SERVICES EXECUTIVES

DETROIT *Chapter*

BYLAWS OF THE NATIONAL ASSOCIATION OF HEALTH SERVICES EXECUTIVES, DETROIT CHAPTER

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ARTICLE I - DEFINITION, NAME

SECTION 1.1 NAME

The name of the organization shall be the National Association of Health Services Executives, Detroit Chapter Inc. (Referred hereto as "NAHSE Detroit" or "The Local Chapter")

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 terms:

- "LOCAL CHAPTER" shall mean the "NAHSE Detroit Chapter"
- "ASSOCIATION" shall mean the National Association of Health Service Executives
- "HEALTH SERVICES EXECUTIVES" shall mean those persons and that field of professional activity concerned with health services management and health and medical care delivery.

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 – NATIONAL ASSOCIATION GOVERNANCE

SECTION 4.1 GENERAL SUPERVISION AND CONTROL

The Local Chapter shall be subject to the general supervision and control of the Association in that the 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. The 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 the Association Bylaws and the Articles of Incorporation, shall be governed in accordance with SECTION 4.6 of the Association Bylaws.

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

The 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 the 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 LAPSE OF CHARTER

The 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.

SECTION 4.6 ACCOUNTS

The 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 4.7 FISCAL YEAR

The fiscal year of the 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 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 5.2 MEMBERSHIP YEAR

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

ARTICLE VI – EXECUTIVE COMMITTEE

SECTION 6.1 POWERS/AUTHORITY

The Executive Committee 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 Executive Committee shall consist of:

- (1) President;
- (2) President-Elect;
- (3) Secretary;
- (4) Treasurer;
- (5) Parliamentarian;
- (6) The Immediate Past President (Ex-Officio, with voting rights);
- (7) Regional Representatives from the Council of Chapter Presidents (Ex-Officio, with voting rights);
- (8) Each Chairperson of a Standing Committee (Ex-Officio, with voting rights); and
- (9) Three At – Large members. Any such member shall be selected by the President and ratified by the Board (Ex – Officio, with voting rights).

SECTION 6.2.2 – Conflict of Interest

Each member of the Executive Committee 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 Committee.

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
- (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 TERMS

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 acceptance by vote of the paid membership, executive officers, part or in full, may succeed themselves for an additional term, but the tenure cannot be for more than two (2) consecutive terms. The President shall be appointed by the Board of Directors.

SECTION 7.4 VACANCIES

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.

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 ELECTION

TBD

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
- (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.

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 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 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.

The Executive Committee shall act for the Local Chapter in all matters during the Interim between meetings of the General Body Meetings and shall be responsible for the programs and policies of the Local Chapter as well as all matters relating to finance in accordance with the direction of the Board of Directors.

8.8.2 NOMINATING COMMITTEE

The Nominating Committee shall consist be led by the Parliamentarian. Persons eligible for this committee shall be active members of the Local Chapter 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 Local Chapter 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 be led by the Parliamentarian and consist of at least four (4) members appointed by the President, and at least one (1) person also shall be appointed from the Executive Committee 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 and one (1) person who shall be appointed by the Executive Committee among its members. (The Chairperson shall be the Treasurer of the Local Chapter). 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 PROGRAMMING COMMITTEE

The Education Committee shall consist of nine (9) members to be appointed by the President and two (2) to be selected by the Executive Committee among its members. The Programming 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.

ARTICLE IX - AGENDA

SECTION 9.1 ANNUAL MEETING

The agenda at a meeting -- Annual, Special or Executive shall have a minimum: (2) Reading and acceptance of the last minutes except for initial meetings;

- (1) Unfinished business;
- (2) Communications;
- (3) Reports of Committees;
- (4) Financial Reports;
- (5) New Business;
- (6) Elections;
- (7) Recommendations

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 Executive Committee.

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 Local Chapter 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.

Bylaw amendments must be ratified 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 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

TBD

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 Michigan. The Executive Committee 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.