

CAHF CHAPTER TOOLKIT

Model Chapter Bylaws

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**BYLAWS
OF**

(name of corporation)

ARTICLE I - GENERAL

This corporation shall be conducted as a nonprofit corporation and shall not contemplate any pecuniary gain or profit to the members thereof. It shall devote its services to the carrying out of the objects and purposes of the corporation as set forth in the Articles of Incorporation and these Bylaws. While this corporation may be considered as a "chapter" in the California Association of Health Facilities (CAHF), this corporation and the activities therein, do not constitute the activities of CAHF nor do the activities of this corporation come within the tax-exempt status of CAHF. Notwithstanding any of the above, this corporation shall confirm to and not contravene the Bylaws and Articles of Incorporation of CAHF.

ARTICLE II - MEMBERSHIP

SECTION 1.

Voting membership in this corporation will be only by institutional members located within the areas as determined pursuant to Article VII, Section 4 of the CAHF Bylaws.

- A. Institutional Membership. Those institutions as defined in Article II of the CAHF Bylaws and are members in good standing in CAHF. All institutional members shall be enrolled as a member of the American Health Care Association or other national association designated by the CAHF Board and a member of at least one statewide conference of CAHF as required by the CAHF Bylaws.

B. Associate, Personal and Life Membership. Those who are Associate, personal or life members of CAHF as described in Article II, Section 1 (B) (C) and (D) of the CAHF Bylaws are entitled to participate in the activities of this corporation, attend open meetings of the membership and Board of Directors but shall not have the right to hold office in this corporation or be a voting member.

SECTION 2.

A membership plaque shall be issued to the institutional member of CAHF as provided by the CAHF Bylaws and shall remain the property of CAHF.

SECTION 3.

Membership in this corporation shall be terminated when the institutional member is terminated by CAHF pursuant to Article II, Sections 3 and 5 of the CAHF Bylaws.

SECTION 4.

Each member shall submit pertinent statistical data to the CAHF office upon request.

ARTICLE III - VOTING RIGHTS AND MEETINGS

SECTION 1.

All voting rights of this corporation are hereby vested in the institutional member.

SECTION 2.

Each institutional member of this chapter will be entitled to one vote in the meetings of this corporation and will appoint a person to represent the institutional member. No person shall be eligible to be appointed or designated as a voting member unless at such time that person is an officer, director/trustee, owner or employee of an institutional member facility or of an owner of an institutional member facility, which institutional member facility is in good standing as a member CAHF. Proxy voting is prohibited at any called meeting of this corporation.

SECTION 3.

This corporation will participate in the House of Delegates of CAHF and will comply with the requirements as set forth in Article III, Section 5 of the CAHF Bylaws.

SECTION 4.

The annual meeting of this corporation shall be held between September 1 and the CAHF Annual Meeting of the House of Delegates, at a place and time designated by the Board of Directors.

SECTION 5.

Special meetings of this corporation, for any purpose, may be held upon call made by the President or Board of Directors, or by a majority of the institutional members, and at a time appointed by those calling the meeting. The call for meeting shall state the time, place, and the purpose for which the meeting is called. No other business shall be transacted other than that noticed.

SECTION 6.

Notice of the annual meeting of this corporation shall be given by the Secretary at least thirty (30) days prior to the meeting date, and notice of special meetings of this corporation shall be given by the Secretary at least fifteen (15) days prior to the date of the special meeting. These notices shall be given in writing and mailed, electronically transmitted or personally delivered to each institutional member of this corporation. Each institutional member of this corporation shall notify the Secretary in writing where notices shall be sent, and if no such notification has been given, the Secretary shall send such notices to the last address appearing upon the records of this corporation. The effective date of such notice shall be the date of mailing, electronic transmission or personal delivery.

SECTION 7.

An entry of the service of notice of the meeting of this corporation, given in the manner specified above, shall be made in the minutes of the proceedings of this corporation, and if such entry is read and approved at a subsequent meeting of this corporation, it shall be conclusive on the question of such service.

SECTION 8.

A quorum for the transaction of all business by this corporation shall be defined as the number of institutional members represented at the time of the called meeting.

ARTICLE IV - BOARD OF DIRECTORS AND ITS MEETING

SECTION 1.

The corporate powers of this corporation shall be vested in, and exercised and controlled by, a Board of Directors composed as follows: (a) the elected officers of this corporation (b) the Immediate Past President thereof, and (c) may elect or appoint _____ members at large. (*Chapter bylaws should designate 1.if members at large are appointed or elected and 2. who appoints members should the chapter choose to have appointed board positions*)

SECTION 2.

The Director's term of office shall begin January 1 following elections, and they shall remain in office until they resign or a duly elected/appointed successor takes office.

SECTION 3.

Regular meeting of the Board of Directors shall be convened at least quarterly. Special meetings may be held at other times on the call of the President or one-third (1/3) of the members of the Board of Directors.

SECTION 4.

Notices of regular or special meetings of the Board of Directors, stating time and place thereof, shall be mailed, electronically transmitted or personally delivered to each Director not later than ten (10) days before the day appointed for the meeting. The effective date of such notice shall be the date of mailing, electronic transmission or personal delivery. An entry of the service of notice, given in the manner provided above, shall be made in the minutes of the proceedings of the Board of Directors, and such entry, if read and approved, shall be conclusive on the question of service. If a quorum is present at any meeting of the Board of Directors, and if none of the Directors present at such meeting protests the holding thereof in the absence of proper call or notice, prior to such meeting or at its commencement, and if all Directors not present at such meeting sign a waiver of notice or a written consent to the holding of such meeting, or a written approval of the minutes thereof, whether before or after the meeting, then any business may be transacted at such meeting, and the transaction shall be valid, irrespective of the manner in which the meeting is called or the place where it is held.

SECTION 5.

Each Director shall inform the Secretary in writing where notices shall be sent, and if no such information has been given, the Secretary shall direct such notice to the last address of such Director appearing on the record of this corporation.

SECTION 6.

If a vacancy occurs on the Board of Directors by reason of the withdrawal, resignation or expulsion of the director, such vacancy shall be filled by an election at a called meeting of this corporation or by appointment if there are appointed Board positions (see Article IV, Section 1) within three (3) months of such vacancy.

SECTION 7.

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, and every act or decision of a majority of the Directors present at a meeting at which a quorum is present, made or done when duly assembled, shall be valid as the act of the Board of Directors; but a majority of those present at the time and place of any regular or special meeting, although less than a quorum, may recess the same

from time to time or from day to day without further notice, until a quorum shall attend, and when a quorum shall attend, any business may be transacted which might have been transacted at the meeting had the same been held on the day on which the same was originally appointed or called. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

SECTION 8.

The Board of Directors may remove a Director and declare the office of such Director vacant, whenever such Director has been declared of unsound mind by a final order of court, or convicted of a felony, or has been found by a final order or judgement of any court to have breached any duty to this corporation set forth in Chapter 2, Article 3 of Part 1 of the California Nonprofit Corporation Law, commencing with California Corporations Code Section 5230. No person shall be eligible to be or continue as Director of this corporation except at such time as they are an officer, director, owner or employee of an institutional member facility or of an owner of an institutional member facility, which member facility is in good standing as an institutional member of CAHF.

SECTION 9.

Elected institutional members of the Board of Directors, as described in Article IV, Section 1, shall be elected at the annual meeting of this corporation.

ARTICLE V - OFFICERS

SECTION 1.

- A. The officers of this corporation shall be elected at the annual meeting by a majority vote of a quorum of the institutional members. If no candidate receives fifty-one percent (51%) of the votes cast, the two candidates receiving the highest number of votes shall engage in a runoff election. Election shall be by secret ballot, except in the event of only one nominee for an office.
- B. The officers shall be the President, Vice President, Secretary and Treasurer.
- C. A separate election shall be held for each officer.

SECTION 2.

The officers' term of office shall begin January 1 following election and shall remain in office for one year, or until their successors take office.

SECTION 3.

No person shall be eligible to be or continue as an officer or director of this corporation, except at such time as they are an officer, director, owner or employee of an institutional member facility or of an owner of an institutional member facility, which member facility is in good standing as an institutional member of CAHF and operates a facility within the boundaries of this chapter.

SECTION 4.

The Board of Directors may remove an officer and declare the office vacant, whenever such officer has been declared of unsound mind by a final order of court, or convicted of a felony, or has been found by a final order or judgement of any court to have breached any duty to this corporation set forth in Chapter 2, Article 3 of Part 1 of the California Nonprofit Corporation Law, commencing with California Corporations Code Section 5230. No persons shall be eligible to be or continue as an officer of this corporation except at such time as they are

an officer, director, owner or employee of an institutional member facility or of an owner of an institutional member facility, which member facility is in good standing as an institutional member of CAHF and operates a facility within the boundaries of this chapter.

SECTION 5.

All vacancies in any elected office shall be filled by an election at a called meeting of this corporation within three months of the vacancy. Any period of absence or inability to perform prescribed duties as an officer as specified by these bylaws, in excess of 90 days shall render the office vacant and it shall be filled as provided herein.

SECTION 6.

The Board of Directors may require security or bonds from any officer or employee or other person for the faithful performance of the duties of their office, or for the faithful performance of their service to this corporation.

SECTION 7.

There shall be a nominating committee composed of the Immediate Past President, and _____ members in good standing with this corporation as selected by the Board of Directors. Should the Immediate Past President be unable to serve as chair, the Board of Directors shall select another chair from the remaining committee members. These members may not currently be members of the Board of Directors.

SECTION 8.

The President shall be the chief executive officer of this corporation and shall:

- A. subject to the control and direction of the Board of Directors, have general supervision and direction of the business and affairs of the corporation;
- B. preside at all meetings of this corporation and of the Board of Directors;
- C. carry out, or cause to be carried out, the policies, resolutions, rules, regulations, motions and orders of the Board of Directors;
- D. perform such other duties as are otherwise provided by the law, by the Articles of Incorporation, and by these Bylaws, and as may be prescribed from time to time by the Board of Directors.

SECTION 9.

During the absence or inability of the President to perform the duties or exercise the powers of office, the Vice President shall perform the duties of President. If the Vice President is absent or unable to perform the duties of the President, the Treasurer shall perform the duties of the President during such absence or inability.

SECTION 10.

The Secretary shall:

- A. keep, or cause to be kept, the minutes of the meetings of this corporation and of the Board of Directors, and keep, or cause to be kept, the minute book in the form and manner required by law, which shall be open to all inspection of members at all reasonable times;

- B. keep, or cause to be kept, the original or a certified copy of the Bylaws of this corporation, as amended or otherwise altered to date, which shall be open to the inspection of members at all reasonable times.
- C. keep the corporate seal and affix it to all papers and documents requiring the seal;
- D. attend to the giving and serving of all notices of the corporation required by law, or by these Bylaws, to be given or served;
- E. perform such other duties incident to the office, or as may be prescribed or assigned by the President or the Board of Directors;

SECTION 11.

The Treasurer shall:

- A. keep and maintain, or cause to be kept and maintained, adequate and correct books of the accounts, properties and business transactions of this corporation.
- B. deposit all monies received in a bank or banks selected by the Board of Directors.
- C. disburse, or cause to be disbursed, the funds of this corporation only after authority from the Board of Directors, and take proper receipts for such disbursements;
- D. render a monthly financial report to the Board of Directors, and a financial annual report, and give to the President, the Board of Directors or the membership any additional and further financial reports as may be requested from time to time by the President or the Board of Directors. Such financial reports shall be in such form and in such detail as specified by the President or the Board of Directors. The financial report set forth above in this subsection shall include an annual financial report to be sent to members of the corporation not later than one hundred twenty (120) days after the close of the fiscal year of this corporation.
- F. Funds of the corporation shall be disbursed only by check, with the exception of petty cash items. Accounts payable checks shall be signed by any one of the following: President, Vice President, Treasurer, or such other person or persons authorized by the Board of Directors. In the event of the absence or the incapacity of the President, Vice President or Treasurer, checks shall be signed by such other person or persons authorized by the Board of Directors. Such persons shall certify to the Board all checks (with details) signed by them during the incapacity or absence of the President, Vice President or Treasurer.

ARTICLE VI - ANNUAL DUES AND ASSESSMENTS

SECTION 1.

Each institutional member shall pay all annual dues and assessments of CAHF, and dues and assessments of the American Health Care Association as determined by the Bylaws of CAHF and AHCA.

SECTION 2.

This corporation may set annual corporate dues and/or assessments at each annual meeting by a two-thirds majority (2/3) vote of the quorum present. CAHF will bill and collect these dues and/or assessments, if any, pursuant to Article VI of the CAHF Bylaws and forward these monies, minus any amount owed to CAHF and authorized by the Board, to the Treasurer of this corporation for deposit in favor of this corporation.

ARTICLE VII - COMMITTEES

SECTION 1.

The Board of Directors shall have the authority to create committees to assist in carrying out the activities of this corporation, and the President, after creation of such committees, shall have the authority to appoint members thereof.

SECTION 2.

The Board of Directors shall determine the scope and power of such committees and may establish them at will. The President shall be an ex-officio member of all committees except the Nominating Committee.

SECTION 3.

All committee meetings except Nominating Committees are open to all members of the organization. Executive sessions shall be allowed at the will of the majority of the committee to exclude persons who are not members of the committee.

ARTICLE VIII - AMENDMENT OF BYLAWS

These Bylaws may be amended by a three quarters (3/4) vote of a quorum of this corporation at an annual meeting or at a special meeting called for that purpose. The substance of any amendment shall be sent to all members of this corporation at least thirty (30) days prior to the annual meeting, or fifteen (15) days prior to a special meeting called for that purpose, in accordance with the provisions of notice contained in Article III, Section 6, hereof.

ARTICLE IX - GUIDING PRINCIPLES

The Board of Directors shall adopt Guiding Principles and all members shall adhere thereto.

ARTICLE X - PARLIAMENTARY AUTHORITY

For all meetings of this corporation and the Board of Directors, Robert's Rules of Order, most recently revised, shall be parliamentary authority in all areas not specifically covered by the Bylaws.

ARTICLE XI - BYLAWS REVISIONS

Originally adopted at the meeting held on _____, and last approved at the meeting of this corporation held on _____.

Revised 12, 2010

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