

AMENDED AND RESTATED BYLAWS

OF

The Connecticut Chapter of the American College of Health Care Administrators, Inc.

(A Connecticut Nonstock Corporation)

ARTICLE I

Name, Governing Law, Offices

1.1 The name of the Corporation is The Connecticut Chapter of the American College of Health Care Administrators, Inc. (herein called the "Corporation"). The Corporation is incorporated under and shall be governed by the Connecticut Revised Nonstock Corporation Act, Chapter 602 of the Connecticut General Statutes (as the same may hereafter be revised or replaced, herein called the "Nonstock Act"). The registered office of the Corporation shall be at such place in the State of Connecticut as the Board of Directors of the Corporation (the "Board") shall from time to time designate.

1.2 The Officers, Directors and Members of the American College of Health Care Administrators (ACHCA) and The Connecticut Chapter of the American College of Health Care Administrators, Inc. subscribe to the *ACHCA Code of Ethics*.

ARTICLE II

ACHCA Chapters

2.1 The ACHCA Board of Directors may establish Chapters in clearly defined areas or groups and on petition of not less than ten (10) qualified Voting Members.

2.2 Each chapter shall conduct itself in accordance with the provisions of the American College of Health Care Administrators Bylaws, the Connecticut Chapter of the American College of Health Care Administrators Bylaws and the ACHCA Chapter Agreement.

ARTICLE III

Members

3.1 Classifications. The membership of the American College of Health Care Administrators (ACHCA) and the Chapter shall be split into two classifications: Voting and Non-voting. Each classification shall be under such terms, benefits, conditions of eligibility, and categories of membership as established by the *ACHCA Bylaws* or otherwise directed by the ACHCA Board of Directors, and as stated in these Chapter Bylaws.

3.2 Membership Applications. All Voting and Non-voting members of the Chapter must be concurrent members of ACHCA.

Application for membership shall be made through ACHCA in the manner prescribed by the ACHCA Board of Directors. Applications for membership as Voting or Non-voting members shall be approved by the ACHCA Board of Directors or their designee.

3.3 Professional Advancement and Recognition. The ACHCA Board of Directors and the ACHCA Professional Advancement Committee shall establish the criteria and benefits for professional recognitions as state in the *ACHCA Bylaws*.

3.4 Dues. The ACHCA Board of Directors has the authority to establish dues and fees for all membership classifications and categories. Chapter dues will be assessed, collected and distributed to the affiliate Chapters in a timely manner as determined by the ACHCA Board of Directors. Individual Chapters may not charge additional dues to members, but may charge reasonable fees to cover the costs of programs and related overhead expenses.

3.5 Resignation and Termination of Membership. A Chapter member who resigns or whose ACHCA membership is terminated for any reason relinquishes Chapter membership at the same time. Separation of membership shall not relieve the member of the obligation to pay any unpaid fees, dues, assessments or other financial obligations.

~~2.2~~ 3.6 Place of Meetings. All meetings of the Members shall be held at the principal office of the Corporation or at any other place within the State of Connecticut determined by the Board and stated in the notice of the meeting.

~~2.3~~ 3.7 Annual Meeting. An annual meeting of the Members (the "Annual Members' Meeting") for the election of the Officers and Elected Directors and the transaction of any business within the powers of the Members shall be held ~~during the months of March or April~~ on a date and at the time set by the Board, greater than thirty (30) days before the National meeting. Only voting Members shall have the right to vote at Annual Members' Meetings.

~~2.4~~ 3.8 Special Meetings. The President of the Corporation or the Board may call special meetings of the Members. Special meetings of the Members shall also be called by the Secretary upon the written request of 25% of the voting Members. Only voting Members shall have the right to vote at special meetings.

~~2.5~~ 3.9 Notice to Members. Not less than ten (10) nor more than sixty (60) days before each meeting of the Members, the Secretary shall give to the Members written notice stating the date, time and place of the meeting and, in the case of a special meeting or as otherwise may be required by statute, the purpose for which the meeting is called. Written notice includes notice by facsimile and by electronic mail ("e-mail"). If mailed by U.S. mail, the notice to Members shall be effective when deposited in the United States mail addressed to each Member at each Member's post office address as it appears on the records of the Corporation, with first class postage prepaid. If given by e-mail or facsimile, the notice to Members shall be effective when electronically transmitted to the Member in the manner authorized by the Member.

3.10 Scope of Notice. No business shall be transacted at a special meeting of the Members except that specifically designated in the notice. Any business of the Corporation may be transacted at the Annual Members' Meeting without being specifically designated in the notice, except business that is required by the Certificate of Incorporation, the Bylaws or the Nonstock Act to be stated in the notice, and except that no changes of the Bylaws may be made unless notice of the changes has been included with the notice of the meeting.

3.11 Computation of Time of Notice. In computing the time period of any notice required or permitted to be given to the Members under any provision of the Nonstock Act, the Certificate of Incorporation or the Bylaws, or of a resolution of the Members or the Board, the day on which the notice is effective shall be excluded and the day on which the matter noticed is to occur shall be included.

3.12 Voting. At any meeting of the Members, only voting Members shall be entitled to vote. Except as provided in Section 3.14, the voting Member must be present at the meeting in order to vote. There shall be no voting by proxy, power-of-attorney or other delegation method.

3.13 Quorum, Members Action. A quorum for any regular or special meeting of the Members shall be fifteen (15) voting Members. Approval by a majority of the voting Members present at a meeting of the Members at which a quorum is present shall be required for action by the Members.

3.14 Members Action Without Meeting. Any action which, under any provision of the Nonstock Act may be taken at a meeting of the Members, may be taken without a meeting by a consent in writing, setting forth the action so taken or to be taken, signed by all of the voting Members which action for purposes of this section shall be referred to as "unanimous written consent." The Secretary shall file such consent with the minutes of the meetings of the Members. A unanimous written consent shall have the same force and effect as a vote of the voting Members at a meeting duly held, and may be stated as such in any certificate or document filed under the Nonstock Act.

3.15 Waiver of Notice. A Member may waive any notice required by the Nonstock Act, the Certificate of Incorporation or Bylaws before or after the date and time stated in the notice. The waiver must be in writing, be signed by the Member and be delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A Member's attendance at a meeting: (1) waives objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (2) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented.

3.16 President to Preside at Meetings of Members. At each meeting of the Members, the President shall preside. The President shall determine the order of business and shall have the authority to establish rules for the conduct of the meeting. Any rules adopted for, and the conduct of, the meeting shall be fair to the Members. The President shall announce at the meeting when the polls close for each matter voted upon. If no announcement is made, the polls

shall be deemed to have closed upon the final adjournment of the meeting. After the polls close, no ballots or votes, nor any revocation or changes thereto, may be accepted.

ARTICLE IV Directors

4.1 General. All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation shall be managed by, the Board. The Board shall have the responsibility of seeing to the proper exercise of all the powers that may be exercised or performed by the Corporation under the statutes, the Certificate of Incorporation and these Bylaws, but only in pursuance of the Corporation's purposes as set forth in its Certificate of Incorporation.

4.2 Number and Composition of Board. The Board shall be composed of two groups of directors called the "Elected Directors" and the "Ex-Officio Directors", as follows:

(a) *Elected Directors*. The Corporation shall have four (4) Elected Directors positions. The four (4) Elected Directors positions shall be divided into two (2) classes with each class consisting of two (2) Elected Directors positions. The terms of office of the Elected Directors shall be staggered so that the terms of one such class of Elected Directors shall expire at the Annual Members' Meeting held in accordance with the Bylaws of the Corporation each year. In order to put the staggered terms into effect, at the Annual Members' Meeting held in 2006, two (2) persons shall be elected by the voting Members to serve as Elected Directors until the Annual Members' Meeting in 2007, and two (2) persons shall be elected by the voting Members to serve as Elected Directors until the Annual Members' Meeting in 2008. At each Annual Members' Meeting commencing with the Annual Members' Meeting in 2007, Elected Directors shall be elected by the voting Members for terms of two (2) years to succeed the Elected Directors in the class whose terms expire at such Annual Members' Meeting, except that Elected Directors may be elected for shorter terms as necessary to fill vacancies or to place or keep the staggered terms in effect.

(b) *Vacancies Among Elected Directors*. In the event of a vacancy in any Elected Director position that occurs prior to the next Annual Members' Meeting, the full Board, by a majority vote, shall appoint a voting Member to serve as a Director for the remainder of the Director's unexpired term.

(c) *Ex-Officio Directors*. In addition to the Elected Directors provided for above, the Corporation shall have five (5) Ex-Officio Directors, who shall automatically be directors of the Corporation by reason of their occupying one of the offices described below. The Ex-Officio Directors shall be:

- (i) that person who from time to time serves as the President of the Corporation, while so serving.
- (ii) that person who from time to time serves as the Vice President of the Corporation, while so serving.

- (iii) that person who from time to time serves as the Treasurer of the Corporation, while so serving.
- (iv) that person who from time to time serves as the Secretary of the Corporation, while so serving.
- (v) that person who from time to time serves as the Immediate Past President of the Corporation, while so serving.

The person serving in each such named position shall automatically, without the need for any action by the Board or any other person, cease to be an Ex-Officio Director immediately upon ceasing to serve in such position, and the person succeeding him or her in such named position shall automatically, without the need for any action by the Board or any other person, immediately become an Ex-Officio Director of the Corporation.

(d) *Voting, Quorum.* Each Elected Director and each Ex-Officio Director shall be counted for purposes of determining the presence of a quorum of the Board, and each Elected Director and Ex-Officio Director shall have the right to vote on matters that come before the Board. The term "Director" as used herein shall refer collectively to both Elected Directors and Ex-Officio Directors.

4.3 Regular Meetings of the Board. Regular meetings of the Board shall be held at least four (4) times each year in accordance with a schedule established by the Board, which may be revised thereafter at any duly called and convened meeting of the Board.

4.4 Special Meetings of the Board. Special meetings of the Board may be held at any time. Special meetings may be called by the President whenever he or she deems it appropriate, and shall be called by the Secretary at the request of any two (2) Directors.

4.5 Method of Notice; When Notice is Effective; Contents of Notice. Written notice of each regular and special meeting of the Board shall be given to each Director not less than five (5) nor more than sixty (60) days before the meeting. Written notice includes notice by facsimile and by electronic mail (e-mail). Facsimile notice shall be effective when electronically transmitted to the facsimile number authorized by the Director for purposes of giving such notice. E-mail notice shall be effective when electronically transmitted to the Director's e-mail address authorized by the Director for purposes of giving such notice. Notice to a Director by mail shall be deemed to be effective five (5) days after its deposit in the United States mail, first class postage prepaid, addressed to the Director at the address provided by the Director to the Corporation for such purpose. Personal delivery of notice shall be deemed to be effective when written notice is given in person to the Director, provided that the officer of the Corporation giving the notice shall make a written record of the circumstances and place it in the corporate record. Notice of any regular meeting of the Board shall state the date, time and place of the meeting and need not specify the business to be transacted at the meeting unless required by the Nonstock Act, the Certificate of Incorporation or a provision of the Bylaws, and notice of any special meeting of the Board shall state the date, time and place of the meeting and the business to be transacted at the meeting. In computing the time period of any notice required or permitted to be given to the Directors under the Nonstock Act, the Certificate of Incorporation or the

Bylaws, or of a resolution of the Members of the Board, the day on which the notice is effective shall be excluded, and the day on which the matter noticed is to occur shall be included.

4.6 Place of Meetings. The Board may hold its meetings at such place or places within or without the State of Connecticut as the Board may from time to time determine.

4.7 Waiver of Notice. A Director may waive any notice required by the Nonstock Act, the Certificate of Incorporation or the Bylaws before or after the date and time stated in the notice. Except as provided in the following sentence, the waiver shall be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting, or promptly upon the arrival of the Director, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

4.8 Quorum. A quorum for the transaction of business at any meeting of the Board shall be a combination of five (5) or more Officers and Directors.

4.9 Action By the Board. The act of a majority of the Directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board, except as may otherwise be required by law or by the Certificate of Incorporation or the Bylaws. Each Director must act personally; there shall be no voting by proxy, power of attorney or other delegation method.

4.10 Action Without Meeting. Any action required or permitted by the Nonstock Act to be taken at a Board meeting may be taken without a meeting if the action is taken by all Directors. The action shall be evidenced by one (1) or more written consents describing the action taken, signed by each Director and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

4.11 Electronic, etc., Meeting. The Board may permit any or all Directors to participate in a regular or special meeting of the Board or conduct the meeting through the use of, any means of communication, such as conference communication, by which all Directors participating may communicate with each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

4.12 Resignation of Elected Directors. An Elected Director may resign at any time by delivering written notice to the Board, the President or the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

4.13 Director Attendance. A Director who is absent for three (3) consecutive meetings as described in Section 4.3 and Section 4.4, for any reason, will be removed by the full Board upon a majority vote. If the Director is removed, the full Board shall appoint a voting Member to

serve in the vacant position for the remainder of the Director's unexpired term as expressed in Section 4.2 (b).

ARTICLE V Officers

5.1 General. The Corporation shall have the following Officers: a President, a Vice-President, a Treasurer, a Secretary and an Immediate Past President. The Corporation may also have one or more Vice Presidents, Assistant Treasurers and Assistant Secretaries if the Board deems it appropriate.

5.2 Election of Officers.

(a) The initial Officers shall be designated by the Incorporator to serve until the Annual Members' Meeting in 2005. Commencing with the Annual Members' Meeting in 2005, Officers shall be elected biannually by the voting Members at the Annual Members' Meeting.

(b) Appointed Officers. In the event of a vacancy in the positions of Vice President, Secretary or Treasurer that occurs prior to the next Annual Members' Meeting, the Board, by majority vote at any meeting at which a quorum is present, shall appoint a voting Member to serve in the vacant position for the remainder of the Officer's unexpired term.

5.3 President. The President of the Board shall preside at all general membership and Board meetings. The President is authorized to make appointments to all standing and special committees, subject to confirmation by the Board. The President shall direct the activities of the Corporation and shall further the policies and programs established by the Board. Her/his other duties, not inconsistent with these Bylaws, shall be prescribed by the Board.

5.4 Vice President. The Vice President shall succeed to the office of President if the office becomes vacant or if the President is unable to perform duties. The Vice President will carry out such other duties as are assigned by the President.

5.5 Secretary. The Secretary shall be responsible for keeping the minutes of all meetings, giving notice of meetings, safekeeping of records of the Corporation, and such other duties as are assigned by the President.

5.6 Treasurer. The Treasurer shall be responsible for all funds of the Corporation. He/she shall receive and give receipts for all monies due and payable to the Corporation and shall deposit such monies in the name of the Corporation in such banks selected and approved by the Board. One signature will be required on all checks, either that of the President or Treasurer.

5.7 Immediate Past President. The Immediate Past President shall be that person who has most recently held the office of President and who remains a voting Member of the Corporation, except that the first Immediate Past President shall be that person so designated by the Incorporator. He/she shall preside in the absence of the President and the Vice-President at

all meetings of the Corporation. He/she shall carry out such other duties as are assigned by the President.

5.8 Terms of Office. Each Officer named in this Article IV shall serve for the term of two (2) years and until his or her successor shall be duly elected. An Officer may be re-elected to the same office for a second term, and additional terms of office may be allowed upon approval by the Board. An Officer may resign at any time upon submission of a written resignation to the Board.

5.9 Officer Attendance. An Officer who is absent for three (3) consecutive meetings as described in Section 4.3 and Section 4.4, for any reason, will be removed by the full Board upon a majority vote. If the Officer is removed, the full Board shall appoint a voting Member to serve in the vacant position for the remainder of the Officer's unexpired term as expressed in Section 4.2 (b).

ARTICLE VI Committees

The Board may create committees, which may consist entirely of Directors, or of both Directors and non-Directors, or entirely of non-Directors. Persons to serve on committees may be designated by the Board or by the President. Each committee shall have such responsibilities as may be assigned to it by the Board, provided, however, that no committee shall have or exercise the power or authority of the Board.

ARTICLE VII Seal

The seal of the Corporation shall have inscribed thereon the name of the Corporation, the word "Seal" and the word "Connecticut," and shall be in the custody of the Secretary.

ARTICLE VIII Financial Records, Audits and Fiscal Year

8.1 Chapter Financial Requirements. An annual chapter financial report shall be prepared and submitted to ACHCA for the period October 1 through September 30. Additional financial reporting requirements including audit, shall be as adopted by the Chapter Board and as required by the State of Connecticut.

8.2 Fiscal Year of the Corporation. The fiscal year of the Corporation shall be April 1 through March 31.

ARTICLE XIX
Code of Ethics

9.1 Conflict of Interest. Directors, Officers and Members of the Chapter should avoid all actions involving material conflicts of interest with the Chapter. Directors and Offices of the Chapter should disclose to the Chapter Board of Directors any role in a national or state association that has as its principal concern health care facilities or health care administration. From time to time, as necessary, the Board of Directors may develop policy guidelines to help ensure the avoidance of any such material conflicts of interest.

a) A contract or transaction which may result in a direct or indirect financial or personal benefit to one or more of the Chapter's Directors, Officers or member may be permitted if:

i. The material facts of the individual's or individual's relationship or interest in the contract or transaction are disclosed or are know to the Board of Directors and the Board of Directors explicitly reviews the matter. The matter shall be discussed with the concerned individual or individuals absent while that matter is being discussed; and

ii. The Board of Directors in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors or members, even though the disinterested Directors of Members may constitute less than a quorum; or

iii. The contract or transaction is fair to the Chapter as of the time it is authorized, approved or ratified by the Board of Directors or the members.

iv. Interested Directors, Officers or other interested individuals **MUST** recuse themselves from Board of Director's meetings during both discussion and voting in connection with potential or actual conflict of interest situations. An interested individual may, however, answer questions if s/he otherwise recuses her/himself.

b) Failure of a Director or Officer to fully disclose circumstances or relationships as required by these Corporation Bylaws and any policy guidelines adopted by the Board of Directors is cause for removal of the Chapter Officer or Director as provided for in these Corporation Bylaws.

9.2 Compensation and Gratuities. No member of the Chapter Board of Directors shall receive remuneration for her/his services, but may be reimbursed for travel and other out-of-pocket expenses incurred in discharging the official duties of the Corporation in accordance with the policies established by the ACHCA and Chapter Board of Directors and in compliance with IRS regulations for 501(c) nonprofit organizations.

9.3 Inurement. No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.

9.4 Chapter Activities.

- a) Chapters may or may not engage in political activities as defined by the Internal Revenue Services regulations for the specific type of 501(c) nonprofit organization the Chapter has adopted as its structure.
- b) Notwithstanding any other provisions of these Corporation Bylaws, the Chapter shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this Chapter.

9.5 Limitations on Individual Director Authority. Nothing in these Corporation Bylaws shall be construed in any way to allow Chapter Board members acting in their individual capacity to be agents of the Chapter or ACHCA. Board members are not individually empowered or authorized to bind or obligate the Chapter or ACHCA, nor shall any act or omission of any individual Board member, their agents or employees serve to impose any liability of any kind or character on the part of the Chapter or ACHCA.

ARTICLE X
ACHCA Seal, Logo and Designation

10.1 Apparel. All Chapter members in good-standing may wear the seal of ACHCA designated for her/his membership classification. Such use shall be in accordance with the *ACHCA Bylaws*.

10.2 Uses of Designation of Professional Advancement. Qualified Voting Members of the Chapter who are Fellows and ACHCA Certified Administrators may use their respective designations after their names on official Chapter stationery, articles for publication or when appropriate in accordance with any ACHCA adopted policy.

10.3 Separation of Membership. If a member resigns or is separated for any reason from ACHCA and the Chapter, s/he shall immediately discontinue the use of any membership designation.

10.4 Personal Use. The seal of ACHCA may not be used upon any member's business or personal stationery. It shall be reserved for the official use of ACHCA and its chartered Chapters.

ARTICLE XI
Parliamentary Authority

The American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern all deliberations and procedures of the Chapter and the various parts and subdivisions thereof, when not inconsistent with the American College of Health Care Administrators Bylaws and the Connecticut Chapter of the American College of Health Care Bylaws.

When procedural or parliamentary questions and problems arise during sessions of the Board of Directors or at the meetings of the membership, they may be referred to the parliamentarian for study or opinion.

ARTICLE XII
Indemnification of Chapter Governing Board and Committees

12.1 Purpose. To afford adequate protection to each member of the Chapter Board of Directors and the committees, hereinafter referred to as members, while acting in, under the direction of, or on behalf of ACHCA or the Chapter.

12.2 Indemnifications. As a safeguard against any potential lawsuit or other legal proceeding and according to the laws of the State of Connecticut, ACHCA hereby agrees to indemnify and hold harmless the Chapter, its officers, directors, agents, members and employees, from and against any action, suit, proceeding, claim, damage, liability, obligation, cost or expense which may arise by reason of any act or omission by ACHCA, or any of its officers, directors, affiliates or employees thereof.

The chapter hereby agrees to indemnify and hold harmless ACHCA, its officers, directors, agents, affiliates and employees, from and against any action, suit, proceeding, claim, damage, liability, obligation, cost or expense which may arise by reason of any act or omission by the Chapter or any of its officers, directors, members or employees thereof.

ARTICLE XIII
Chapter Dissolution

The Corporation may dissolve the Chapter by a two-thirds (2/3) vote of the Board of Directors, voting at a duly called meeting at which a quorum is present. The Corporation will solely decide how the membership treasury will be disbursed. The disbursement will by a two-thirds (2/3) vote of the Corporation's Board of Directors, voting at a duly called meeting at which a quorum is present. The General Membership and ACHCA will be notified of the disbursement. If the Chapter is found in violation of the National Charter, Chapter Bylaws and/or federal regulations – the National Board would call upon the violating Chapter to produce any plan of correction which would restore the Chapter to compliance. If after two considerations, the Chapter continues to violate the Charter, Chapter Bylaws, and/or federal regulations then the ACHCA Board and/or the Corporation may dissolve the Chapter by a two-thirds (2/3) vote of the

Board of Directors, voting at a duly called meeting at which a quorum is present.

ARTICLE XIV
Amendments

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the votes cast by the voting Members present at any duly called and convened meeting of the voting Members at which a quorum is present if the notice for such meeting included notice of the proposed change(s); provided, however, that no amendment shall be effective which shall cause the Corporation to lose its status as a 501(c)(6) organization, and provided, further, that any amendment which changes a quorum or voting requirement shall require such greater vote as may be required by the Nonstock Act.

Any changes will be sent by the Chapter Board to the ACHCA Bylaws Committee for review and approval by the National ACHCA Board before the Chapter membership votes.