

Bylaws
Alabama Council of Hospital Trustees
Rev. January 2011

Article I – Name

The name of the organization shall be the Alabama Council of Hospital Trustees (ACHT).

Article II – Purpose

The primary purpose of the ACHT shall be:

- a. to assist hospital trustees in the effective and efficient discharge of their responsibilities.
- b. to support hospital trustees through informative and timely education.
- c. to involve hospital trustees in industry advocacy efforts, with the goal of providing a good environment for hospitals to operate a quality health care delivery system for the citizens of Alabama.

Article III – Membership

Section 1. Membership. Application for voting membership shall be available to individuals affiliated with an Alabama Hospital Association (AlaHA)-member institution and who are a current member of a hospital governing board, advisory board or parent board. Such membership is granted upon receipt of completed membership application and appropriate dues payment.

Section 2. Member Emeritus status may be granted to an individual who has provided long and exemplary leadership to the ACHT. Such status is bestowed by a majority vote of the board of directors and denotes lifetime membership for the individual without annual dues payment.

Section 3. Resignation. Any member who is not in default in payment of dues or other obligations to the ACHT may resign. Such resignation shall be in writing and shall become effective when received by the Alabama Hospital Association.

Article IV – Dues

Member dues are assessed annually at a rate set by the AlaHA Board of Directors. The hospital with which the member is affiliated will be the recipient of dues notices. Dues are payable on or before July 1 of each year. Continued membership is contingent upon being in good financial standing.

Article V – Meetings

Section 1. Annual Meeting. There shall be one educational meeting held each year.

Section 2. Special Meetings. Special meetings of the ACHT may be called at any time by the Board of Directors or the Chairman of the ACHT. Notice of a special meeting must be provided in writing and mailed, e-mailed or delivered to ACHT members within a reasonable time period as established by the officers of the ACHT.

Article VI – Voting

Each member in attendance at any officially constituted meeting shall have one vote. No member shall have more than one vote by virtue of any dual capacity. Matters submitted to any meeting shall be determined by the majority vote of members present and voting.

Voting may also be done by mail or e-mail ballot.

Article VII – Board of Directors

Section 1. Composition. The ACHT Board of Directors shall consist of the following members: Chairman, Vice Chairman/Chairman-Elect, Immediate Past Chairman, and Secretary-Treasurer, and eight board members representing, to the extent possible, various areas of the state. Any elected member of the Board of Directors who no longer meets the criteria of Article III, Section 1 shall be disqualified to serve on the Board of Directors or to hold office. If the position of an elective member of the Board of Directors shall become vacant prior to the time of the next election, such position may be filled by the Board of Directors until the next election. The Chairman and President of AlaHA, along with any trustee who holds a position with the Alabama or American Hospital Association, shall be ex-officio members of the Board of Directors.

Section 2. Directors' duties. ACHT board members, along with the officers, will be responsible for providing direction to the ACHT and promoting ACHT activities throughout the state.

Section 3. Quorum. A majority of the Board of Directors shall constitute a quorum.

Section 4. Powers. The Board of Directors shall be responsible for the management of the affairs and funds of the ACHT and shall have final authority to perform all acts and functions consistent with these bylaws. The Board of Directors shall consider and render its recommendations upon all proposed bylaws amendments before the same are placed before the ACHT membership.

Section 5. Meetings. The Board of Directors may hold regular meetings at such specified intervals as they may determine from time to time. Special meetings of the Board of Directors may be called at any time by the Chairman or by any three members of the Board of Directors.

Notice of special meetings must be provided in writing and mailed, e-mailed or delivered to ACHT members within a reasonable time period as established by the officers of the ACHT.

Section 6. Attendance. Members of the Board of Directors must attend at least half of the board meetings in a fiscal year, unless an excused absence is granted by the Board.

Article VIII – Officers

Section 1. Officers. The officers of the ACHT shall be: Chairman, Vice Chairman/ Chairman-Elect, Immediate Past Chairman, and Secretary-Treasurer, and all of whom, with the exception of the Immediate Past Chairman are to be elected by the ACHT membership.

Section 2. Eligibility. Only those members in good standing shall be eligible to become a Board Member, Chairman, Vice Chairman/Chairman-Elect, and Secretary-Treasurer.

Section 3. Duties. The Chairman shall preside at all meetings of the Board of Directors and any duly constituted meeting of the ACHT. The Vice Chairman/Chairman-Elect shall perform the duties of the Chairman whenever the Chairman shall be unable to do so. In the event that both the Chairman and the Vice Chairman/Chairman-Elect are unable to perform their duties, their duties shall be performed by the Immediate Past Chairman.

In addition, the officers of the ACHT shall perform the duties usually assigned to such officers, except as provided herein.

Section 4. Vacancies. Any officer who is no longer a member of a hospital governing board, advisory board or parent board of an AlaHA-member institution shall be disqualified to hold office in the ACHT. If the Chairman of the ACHT shall become unable or disqualified to perform the duties of his office, the Vice Chairman/Chairman-Elect will assume the duties of this position.

Article IX – Elections

Section 1. Election. Directors who do not hold office by virtue of their position otherwise shall hold office for two-year staggered terms.

Section 2. Nominations. The Nominating Committee shall be charged with the responsibility of placing in nomination the names of members of the ACHT for the various officer and board positions. The Committee shall make every effort to ensure statewide representation among the board positions.

Section 3. Method of Election. With the exception of the Immediate Past Chairman, the officers of the ACHT and members of the Board of Directors shall be elected by a ballot distributed to members.

Article X – Committees

Section 1. Standing Committees. There shall be a standing committee of at least three members on the subject of nominations. It shall perform the duties and functions by Article IX, Section 2.

Section 2. Ad Hoc Committees. As necessary, the Chairman shall appoint all committees and membership thereto and shall designate the chairman of each respective committee. Committee appointments shall be effective only during the tenure of the Chairman making such appointments.

Article XI – Amendments

Section 1. Proposed Amendments. Any proposal for an amendment to these Bylaws may be initiated by the Board of Directors or by petition of any thirty-five members of the ACHT in good standing. Every proposed amendment shall be submitted in writing to the Chairman and referred thereafter to the Board of Directors and reported to the membership with its recommendations. An amendment shall be adopted upon receiving a majority affirmative vote of the membership.