

**BYLAWS
ALLIANCE FOR CONTINUING EDUCATION
IN THE HEALTH PROFESSIONS**

ARTICLE I: NAME AND LOCATION

The name of the organization is the Alliance for Continuing Education in the Health Professions, Inc., hereinafter referred to as the Alliance. The Alliance is a nonprofit organization incorporated in the State of Connecticut. Its principal office will be located at a place to be determined by the Board of Directors.

ARTICLE II: PURPOSE

The purpose of the Alliance is to identify and promote the implementation of a rational, pluralistic and coordinated system of continuing education in the health professions for the purpose of enabling health professionals to be optimally effective in the delivery of patient care.

ARTICLE III: MEMBERSHIP

Membership in the Alliance is open to persons throughout the world who are engaged in, or interested in, continuing education in the health professions.

Section 1: Categories of Membership

a. *Active Membership* is open to any person who is involved in or committed to continuing education in the health professions. A person shall become an active member upon supplying demographic information, completing a membership application and paying such dues (Article IX, Section 6.) as the Board sets from time to time. All active members shall be eligible to vote and to hold office.

b. *Emeritus Membership* is open to any person who is retired and was an Alliance member for 15 years prior to retirement. Emeritus members are entitled to all rights and privileges of active membership. They are exempt from annual dues. The term “retired” is defined as “not deriving income related to continuing education in the health professions or services related to continuing education in the health professions.”

c. *Honorary Membership* may be conferred by the Board on any person who has made a significant contribution to continuing education in the health professions. Such members shall be non-voting members and exempt from dues. Honorary members are not eligible to hold office.

Section 2: Termination of Membership

All categories of membership shall be terminated by voluntary withdrawal, expulsion of the member, or non-payment of dues. Members must adhere to Alliance policies with regard to ethical behavior. A member may be expelled by a two-thirds vote of the Board present at any meeting if such member has been advised of the proposed action at least 30 days in advance and has had the opportunity to present his or her case to the Board.

ARTICLE IV: MEETINGS OF MEMBERS

Section 1: Annual Business Meeting

The Alliance shall hold an annual membership meeting for the conduct of business.

Section 2: Special Meetings

Special meetings of members may be held by the authority of the President, the Board, or at the signed request of twenty percent (20%) of the active members. The purpose of the meeting shall be stated in the notice of the meeting.

Section 3: Notification

Notice of the time and place of meetings of members shall be announced in Alliance publications, by US mail, by electronic mail, or by other appropriate communications vehicles not less than thirty days before the meeting.

Section 4: Quorum

The members present at any properly announced meeting of members shall constitute a quorum.

Section 5: Voting and Rules of Order

Each Active and Emeritus Member present shall have one vote. Decisions will be made by majority vote. Voting may be conducted without a meeting by mail or electronic means if a ballot is provided to all voting members and a quorum votes. An affirmative vote by a majority of members voting is required for approval.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Name

The name of the governing body of the Alliance shall be the Board of Directors.

Section 2. Powers and Duties

- a.** The Board of Directors shall have supervision, control and direction of the affairs of the Alliance; shall determine and, when deemed advisable, revise Alliance policies; and be accountable for Alliance assets.
- b.** The Board may adopt rules and regulations for the conduct of its business, and may delegate certain of its authority to the Executive Committee (see Article VI, Section 1.a.), and for specific purposes, to other committees or task groups. Board members must follow Alliance policies with regard to ethical behavior and conflicts of interest.
- c.** The Board shall delegate the responsibility for daily operational management of the Alliance to a Chief Staff Executive and shall provide an up-to-date position description and ensure regular Chief Staff Executive performance reviews.

Section 3. Makeup

The Board shall be made up of elected and appointed, as determined by the Board, members responsible for representing the membership at large. Board members must be members of the Alliance. Appointed board members will not exceed 1/3 of the total number of Board members.

Section 4. Number and Terms of Office

The number of Board members shall not exceed seventeen. Board members shall be elected for three-year terms and serve no more than two consecutive terms. A Board member must be off the Board for at least three years before being eligible to be elected or appointed for another term.

No person may serve more than 12 years as a Board member.

Section 5. Nomination and Election

- a. *Nominations*** of elected members shall be solicited from the entire membership by the Governance Committee. This Committee will screen all nominees according to criteria approved by the Board and develop a list of qualified candidates. Information on these individuals will be sent to the entire membership.
- b. *Election*** will be by procedures adopted by the Board. These procedures will be communicated to the members prior to the election. Results of the election will be announced at the annual business meeting.
- c. *Taking office***: Board members shall take office at the conclusion of the annual business meeting of Alliance members and shall continue in office until their terms are complete.

Section 6. Removal

The Board of Directors may remove with or without cause appointed Board members. The membership may remove with or without cause elected Board members.

Section 7. Vacancies

Vacancies on the Board for elected members may be filled at the next regular Alliance election. Vacancies for appointed members may be filled immediately.

Section 8. Meetings

- a.** The Board shall meet no less than twice a year.
- b.** Special meetings of the Board may be held at any time and place upon the call of the President or any six Board members.
- c.** Notice of all meetings shall be distributed to Board members no later than five days before the date of the meeting.

Section 9. Quorum

At each meeting of the Board, a majority of Board members in office shall constitute a quorum for the transaction of business.

Section 10. Action and Rules of Order

Except as otherwise stated in these bylaws, the Board shall take action by a simple majority vote.

Section 11. Actions and Votes Without a Meeting

The Board may take action without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each Director, and filed with the corporate records reflecting the action taken. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

Section 12. Compensation

The Board of Directors shall not receive, directly or indirectly, any salary or other form of compensation from the Alliance. Board members may be reimbursed for the out-of-pocket expenses incurred in providing services for the Alliance in accordance with policies established by the Board.

ARTICLE VI: ELECTED OFFICERS

Section 1: Number and Election

The Alliance shall have the following Officers: President, Vice-President, Past President, Secretary and Treasurer. In addition, in alternating years, a Secretary-elect and Treasurer-elect shall serve as ex officio non-voting members of the Executive Committee. The Board shall elect all Officers from current members of the Board.

Section 2: Terms of Office

The term of office shall be one-year for the following: President, Vice-President, Past President, Secretary-elect, and Treasurer-elect. The term of office shall be for two years for the following: Secretary and Treasurer.

The Vice-President shall serve for one year prior to assuming the office as President, and the President shall serve for one year prior to assuming the office of Past President. The Secretary-elect and Treasurer-elect shall serve for one year prior to assuming the offices of Secretary and Treasurer, respectively.

All Officers shall take office at the conclusion of the annual business meeting of Alliance members and shall continue serving until their respective successors have been elected and seated. Board members elected to office shall automatically have their *second* term of office on the Board extended so they may complete their full term as an Officer. Election to an officer position that exceeds a first term constitutes election for the second term providing that the individual has met the required duties and responsibilities of a Board member.

Section 3. Removal

An Officer may be removed by a vote of the Board with or without cause.

Section 4. Vacancies

In case of a vacancy in an office, a successor to fill the unexpired term may be elected by the Board at a regular or special meeting. Board members must be notified of the meeting at least seven days in advance.

The Vice-President will fill a vacancy in the office of President.

The Secretary-Elect or Treasurer-Elect will fill a vacancy in the office of Secretary or Treasurer respectively, during years in which the elect position is filled. In alternate years, an election by the Board will be held to fill the position.

A vacancy in the office of Vice-President, Secretary-elect or Treasurer-elect will be filled as soon as possible by an election of the Board members to complete the term of the vacant office.

Section 5. Powers and Duties of Elected Officers

- a. *The President*** shall preside at all Alliance Executive Committee, Board and business meetings. The President shall serve as a voting member of the Board and the Executive Committee. The President shall serve as an ex officio non-voting member on the Governance and Finance Committees. The President shall be authorized to serve as the official spokesperson and shall appoint Board members to act as liaisons to standing and special committees and short-term task forces as indicated. He or she shall perform such other duties that are incident to the office and as generally or specifically directed by the Board.
- b. *The Vice-President*** shall be elected one year before assuming the office of President in order to assist the incumbent and become familiar with the duties and responsibilities of the position. The Vice-President shall have such powers and duties as may be assigned to him/her by the Board or the President. In the absence or incapacitation of the President, the Vice-President shall perform the duties of the President. In the event of a vacancy in the office of President, the Vice President shall succeed the President for the unexpired portion of the term and the office of Vice President shall be declared vacant.
- c. *The Secretary*** shall exercise general supervision over minutes and motion accuracy. The Secretary shall be responsible for the keeping of executive session and Executive Committee minutes. The Secretary shall serve as chairperson of the Governance Committee.
- d. *The Secretary -Elect*** shall be elected one year before assuming the office of Secretary in order to assist the incumbent and become familiar with the duties and responsibilities of the position. The Secretary-elect shall serve as ex officio, non-voting member of the Executive Committee.
- e. *The Treasurer*** shall exercise general supervision over all aspects of the Alliance's financial affairs. The Treasurer shall ensure that an independent certified public accounting firm shall be appointed for review and/or audit of the financial books and accounts of the Alliance annually with presentation to the Board. The Treasurer shall serve as chairperson of the Finance Committee.
- f. *The Treasurer-Elect*** shall be elected one year before assuming the office of Treasurer in order to assist the incumbent and become familiar with the duties and responsibilities of the position. The Treasurer-elect shall serve as ex officio, non-voting member of the Executive Committee.
- g. *The Past President*** shall serve on the Board for one year following the completion of the term of office as President. In the situation where the President is unable to fulfill his or her duties, and the Vice-President is not available to serve, the Past President may temporarily assume presidential responsibilities until a President is elected.

ARTICLE VII: COMMITTEES

Committees are established to assist the Board in its duties or as structures for Alliance staff and members to carry out the work of the Alliance. Each committee shall have a clearly articulated charge, established levels of authority and lines of accountability.

Section 1. Standing Committees

- a. *The voting members of the Executive Committee* shall consist of the President, who shall serve as the Committee chair, the Vice President, Secretary, and Treasurer. The Secretary-elect, Treasurer-elect, and Chief Staff Executive shall serve as ex officio, non-voting members of the Executive Committee. A quorum of the Executive Committee shall be three of its voting members. The Executive Committee may act on behalf of the Board when urgent matters require immediate action and the Board cannot be convened. The Committee's actions shall be reported to the Board no later than the next Board meeting.
- b. *The Governance Committee* shall be responsible for assisting the Board in developing criteria for selecting nominees in accordance with Article V, Section 5, for soliciting nominations from the Alliance membership, and for screening and presenting Board candidates to the membership for election. The Committee is also charged with arranging for Board assessments, other procedures designed to strengthen the performance of the Board and other duties as assigned by the Board.
- c. *The Finance Committee* shall be responsible for assisting the Board in ensuring the fiscal health of the organization. This committee shall present a draft operational budget to the Board prior to the beginning of each fiscal year. The Finance Committee shall be responsible for oversight of the annual audit.

Section 2. Committees/Task Forces

Committees and short-term task forces may be established to plan and/or implement specific Alliance programs or to explore issues that may have an impact on the mission of the Alliance. The responsibilities of committees and task forces shall fit within the strategic framework of the Alliance as established by the Board.

The Board shall have the authority to establish committees and designate their specific charges and accountabilities. The President shall appoint the committee chairs unless otherwise noted in these bylaws.

ARTICLE VIII: AUTHORITY

The business and affairs of the Alliance, including but not limited to approval of Alliance policies and creation of committee charges, shall be managed by or under the direction of the Board of Directors.

ARTICLE IX: FINANCES

Section 1. Fiscal Year

The fiscal year of the Alliance shall commence on the first day of January and end on the last day of December in each year.

Section 2. Budget and Audit

The Board shall adopt an annual operating budget and oversee the implementation of the budget through regular reviews of the financial statements. The Board shall also ensure that the Alliance is guided by sound financial policies and practices. An independent certified public accounting firm shall review and/or audit the financial books and accounts of the Alliance annually.

Section 3. Depositories, Contracts, Notes, and Signatories

The Board may select such depositories as it shall deem proper for the funds of the Alliance and shall determine who shall be authorized on the Alliance's behalf to sign financial documents.

Section 4. Investments

The Board may delegate the management of Alliance investments to professional financial advisors who will report to the Board according to guidelines established by the Board.

Section 5. Limitation on Expenditures

The Board of Directors, committees or employees shall not expend any money not provided in the operational budget as adopted, or spend any money in excess of the operational budget allotment, except by an approved motion from the Board of Directors or Executive Committee. The Board of Directors shall not commit the Alliance to any financial obligation in excess of its current financial resources without the written approval of the President, Treasurer and Chief Staff Executive, or a majority vote of the Board of Directors.

Section 6. Dues

The Board of Directors shall set annual dues.

ARTICLE X: INDEMNIFICATION

The Alliance shall indemnify any Director, or former Director to the extent permitted by applicable law, against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of having been a Director, provided he or she acted in good faith and in a manner reasonably believed by him or her to be in the best interests of the Alliance. No indemnification shall be made in relation to matters in which he or she shall be adjudged liable for negligence or misconduct in the performance of his or her duty. The indemnification obligation of the Alliance will only apply to matters with respect to which the Alliance was given immediate notice and the ability to control the negotiations, litigation and settlement.

ARTICLE XI: BOOKS AND RECORDS

Correct and complete records of the activities and transactions of the Alliance shall be kept at the office of the Alliance. These include but are not limited to a copy of the Certificate of Incorporation, a copy of these Bylaws, all approved minutes of the Board and the annual financial reports of the Treasurer required by Article VII, Section 5.e of the Bylaws. All such documents shall be available for inspection by any active member during normal business hours.

ARTICLE XII: NOTICES AND SIGNATURES; PARLIAMENTARY PROCEDURE

Section 1. Notices and Signatures

Unless otherwise required by applicable law, if any provision of these bylaws requires a notice or communication to any member, director, or committee member, or any record, to be in writing, an electronic record or an electronic communication satisfies the requirement. Similarly, unless otherwise required by applicable law, if any provision of these bylaws requires the signature or written consent or approval of a member, director, or committee member, an electronic signature or authenticated electronic communication satisfies the requirement.

Section 2. Parliamentary Authority

All questions of parliamentary procedure or practice regarding the affairs of the Alliance, including the conduct of meetings of members, of the Board of Directors, or of any committee shall be governed by the current edition of *The Standard Code of Parliamentary Procedure* by Alice Sturgis (“Sturgis”), except as otherwise specifically provided by law, these bylaws or any rules of order adopted by the Board; provided that any provision of Sturgis may be waived by a simple majority vote of the Board of Directors.

ARTICLE XIII: DISSOLUTION

The Alliance shall use its funds only to accomplish the purposes and objectives specified in these bylaws and no funds shall inure or be distributed to members of the Alliance, including its Officers, Directors or other agents. On dissolution of the Alliance, any funds or other assets remaining shall be distributed to another tax-exempt organization with an educational, scientific, or philanthropic purpose.

ARTICLE XIV: AMENDMENTS

The bylaws may be amended by the affirmative vote of two-thirds of the active members present at the annual business meeting of Alliance members. Alternatively, at the Board's discretion, a mail or electronic ballot may be used, in which case an affirmative vote by two thirds of the ballots received by the Alliance will be required for passage.

Notice of proposed amendments shall be mailed or electronically sent to all active members at least 30 days prior to the date on which voting action is to be taken.