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ACHE OF THE ROCKY MOUNTAINS
AN INDEPENDENT CHAPTER OF THE ACHE

ACHE OF THE ROCKY MOUNTAINS

Chapter Bylaws (revised 10/20/2026)

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BYLAWS of the *ACHE OF THE ROCKY MOUNTAINS*, an independent chapter of the American College of Healthcare Executives

ARTICLE I – CHAPTER NAME

Section 1: Name.

The name of the Chapter shall be the *ACHE OF THE ROCKY MOUNTAINS*, and shall include, for purposes of uniformity, 'an independent chapter of the American College of Healthcare Executives'. Hereinafter in these bylaws it will be identified as the 'Chapter'. The American College of Healthcare Executives will be identified as 'ACHE'.

ARTICLE II – MISSION AND AFFILIATION

Section 1: Mission.

The mission of the Chapter, in the territory designated by ACHE, is to be the professional membership society for healthcare executives; to meet its members' professional, educational, and leadership needs; to promote high ethical standards and conduct; to advance healthcare leadership and management excellence; and to promote professional interaction and communication among individuals with responsibility in the administration of healthcare facilities and agencies by

1) encouraging professional development for authorities in healthcare practice and management,

2) supporting a social and fraternal atmosphere for its members to facilitate interaction across professional organizations in healthcare administration,

3) serving as a resource that assists in advancement, and

4) addressing and affecting critical healthcare issues in Colorado, Wyoming, and the nation.

Section 2: Affiliation with ACHE.

So long as this Chapter remains a Chapter of the ACHE, the Chapter shall operate in accordance with the ACHE chapter agreement in force at that time. Chapter Bylaws shall be further enacted as necessary to satisfy any governmental regulations. Any disbursement of funds shall be for services rendered to or for the benefit of the Chapter in meeting its purpose. All such payments shall be made in accordance with the Bylaws.

Section 3: Organizational Identity.

The Chapter is a distinct separate entity from ACHE. The Chapter is therefore responsible for maintaining the chapter's financial records, filing appropriate notices and forms with state and federal authorities, and maintaining necessary insurance coverage for the Chapter except where specific arrangements have been made for ACHE to serve

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as the Chapter's registered agent. ACHE shall not be liable for the debts and obligations of the Chapter. The Chapter shall not be liable for the debts and obligations of ACHE.

ARTICLE III – MEMBERSHIP

Section 1: Eligibility.

All ACHE affiliates located within the chapter's assigned geographic territory shall be members of the Chapter. Only ACHE affiliates are eligible to hold membership in the Chapter.

Section 2: Establishment of Membership.

Membership in this Chapter shall become effective when ACHE assigns an ACHE affiliate to the chapter based on the location of the affiliate in accordance with the procedures of ACHE.

Section 3: Categories of Membership.

Membership in this Chapter shall be the same as the ACHE membership categories in effect from time to time.

Section 4: Resignation.

A member may resign at any time by providing written notice to ACHE.

ARTICLE IV – DUES

Section 1: Dues.

The Chapter shall not charge dues for membership in the Chapter. Dues shall be charged by and paid to ACHE in accordance with the dues schedule in force at the time.

Section 2: Nonpayment of Dues.

Membership shall be suspended for nonpayment of dues at a time consistent with and in accordance with the policies and procedures of ACHE.

ARTICLE V – SPECIAL MEETINGS OF MEMBERS

Section 1: Business Meetings.

The Chapter Board may call special business meetings. Special business meetings shall be limited to consideration of subjects listed in the official call for such meetings unless otherwise ordered by unanimous consent of the eligible voting members present and voting.

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Section 2: Educational and Networking Events.

Educational and networking events shall be held no less than four (4) per annum, comprising at least two educational events and at least two networking events, in accordance with the ACHE Chapter Agreement.

ARTICLE VI – CHAPTER BOARD OF DIRECTORS

Section 1: Administration.

The administration of this Chapter shall be managed by elected officers and directors appointed by the President that will be called the Chapter Board. The Chapter Board shall have authority and responsibilities for supervising the general operation of the Chapter Board in meeting its mission as stated in Article II.

Section 2: Board Composition.

The Chapter Board shall consist of at least four (4) elected Officers as specified in Article VI, Section 10 and at least six (6) Directors appointed by the President as specified in Article VI, Section 11. In addition, any Regent of ACHE who is a member of the Chapter shall be an ex officio voting member of the Chapter Board.

Section 3: Eligibility of Officers.

Officers should be members of the Chapter who have completed at least one term as a Director.

Section 4: Eligibility of Directors.

Directors should be members of the Chapter who have completed one year of membership.

Section 5: Chapter Board Meetings.

Regular meetings of the Chapter Board shall be held at least four (4) times during a year at such time, place, and mode of meetings as the President may determine. The President or any three (3) other Board members may also call special meetings of the Board.

Section 6: Notice.

Notice of any regular or special meeting of the Board of Directors shall be given to each Director 10 days prior to the meeting, if notice is delivered by U.S. mail, or 5 days prior to the meeting if notice is delivered by facsimile or electronic mail. Any director may waive notice of any meeting.

Section 7: Quorum.

One-half of the voting members of the Chapter Board shall constitute a quorum for any

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vote. In matters of conflict of interest in which an Officer or Director is the subject, the Officer or Director shall not be allowed to vote.

Section 8: Action of the Chapter Board.

Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the act of a majority of those Directors present in person at a meeting, teleconference call, or by other electronic means at which a quorum is present shall be the action of the Chapter Board. In the event of a tie vote, the Chapter Board President shall break the tie, except in elections for Chapter Officers, which shall be governed by Article VII.

Section 9: Term of Office.

The elected Officers' terms of office shall commence on January 1st and shall continue for a period of one year (President and President-elect) or two years (Treasurer and Secretary) or until replaced by a subsequent election. Directors shall be appointed for two-year terms commencing on January 1st and shall be staggered such that no more than one half of the Directors shall commence their terms on the same date. The Treasurer and Secretary may serve consecutive terms if reelected by the Chapter Board in accordance with Article VII. Directors may serve consecutive terms at the discretion of the President. In the event of an Officer vacancy, the Chapter Board shall appoint an eligible member to fulfill the remainder of the term.

Section 10: Chapter Officers.

The Chapter shall have four (4) Chapter Officers: President, President-elect, Treasurer, and Secretary. The President-elect, Treasurer, and Secretary shall be elected by the Chapter Board in accordance with Article VII. The President-elect shall advance to President upon completion of the preceding President's term. These officers include:

10.1. President. The Chapter President is the lead officer of the Chapter and is responsible for calling and presiding at Chapter Board meetings as well as providing direction and coordination to other officers, members of the Chapter Board, and members of the Chapter. The President also serves as the Chapter liaison with ACHE.

10.2. President-elect. The Chapter President-elect shall substitute for the Chapter President in his or her absence or inability to serve. The President-elect shall advance to President at the completion of the preceding President's term of office without an election once elected to the office of President-elect.

10.3. Treasurer. The Treasurer acts as the chief financial officer of the Chapter and manages all of the cash, bank accounts, and financial records for the Chapter. This includes recording and depositing program fees, issuing and signing checks for approved expenses and obtaining the signature of a co-signer, preparing regular financial reports, filing, and reports required by federal or state government, ensuring that annual budgets are prepared and monitored, and obtaining audits, as required.

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10.4. Secretary. The Secretary is the officer who maintains the records for the organization. Duties generally include: taking minutes at regular and special Chapter Board meetings, sending out meeting notices and agendas accompanied by minutes – preferably two weeks in advance of Chapter board meetings – and maintaining online storage of all documents relating to official meetings (meeting notices, agendas, minutes, any materials given to board members, treasurer's report, committee reports, program reports, etc.).

Section 11: Chapter Directors.

The Chapter shall have six (6) Directors appointed by the President to serve two-year terms. Additional Director positions may be created by the President with the approval of the Board of Directors. The Immediate Past President will be retained on the Chapter board to provide continuity, and the ACHE Colorado and Wyoming Regents shall be ex officio voting members of the Chapter Board.

11.1. Members-at-Large. There shall be three (3) members-at-large appointed to represent their geographical areas of the State. The Members-at-Large will represent the following geographical regions: 1) I-25 Corridor, 2) Southern Colorado, and 3) Northern Colorado.

11.2. Liaisons. There shall be eight (8) liaisons representing various sectors/organizations in Colorado/Wyoming. The liaisons will consist of the Colorado Hospital Association (CHA) liaison, CEO/COO liaison, Organizational liaison, Mentorship liaison, Rural Health liaison, Wyoming Local Programming Committee (LPC) liaison, Early Careerist liaison, and the Military/VA liaison.

11.3. Student Liaisons. Students representing the various healthcare administration programs in the State shall be appointed by the President to represent their specific college/university.

11.4. Immediate Past President. The Past President is generally the most knowledgeable leader an organization has. This individual provides answers as to why certain decisions were made or policies adopted and offers counsel to the new president as needed.

The Immediate Past President shall convene the Nominating Committee and the Audit Committee. The Nominating Committee shall consist of the current President, President-elect, Immediate Past President, Secretary, Treasurer, and Chapter Administrator. The ACHE Regents serving the Chapter's geographic area shall serve as ex officio voting members of the Nominating Committee. The Nominating Committee shall review candidates for President-elect, Treasurer, and Secretary and advance a slate for each open office to the Chapter Board in accordance with Article VII. The Audit Committee shall consist of the Immediate Past President and the Treasurer. The Audit Committee shall arrange or conduct quarterly audits of the Chapter's financial position and financial reports. The Presidential Committee shall consist of the current President, President-elect, and Immediate Past President. The Presidential Committee

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shall identify and review prospective candidates for President-elect and present qualified candidates to the Nominating Committee.

11.5. Colorado and Wyoming ACHE Regents. The Colorado and Wyoming Regents serve on ACHE's Council of Regents, which is the primary advisory body to ACHE's Board of Governors. The Regents represent ACHE affiliates in the States of Colorado and Wyoming. The Regents serve as liaisons to healthcare executive groups including the State Chapter, women's healthcare executive networks, and state and local hospital associations. The Regents shall be ex officio voting members of the Chapter Board.

11.6. Student Affairs Director. The Student Affairs Director works with Student Liaisons from University of Colorado Denver, University of Denver, Colorado State University – Global Campus, Colorado Technical University, Regis University, and Metropolitan State University. The Director works with students on events that will attract students and increase student involvement.

ARTICLE VII – ELECTIONS

Section 1: Nomination of Chapter Officers.

The President-elect, Treasurer, and Secretary shall be elected by the Chapter Board for the terms specified in Article VI. The Presidential Committee shall identify and review prospective candidates for President-elect and present qualified candidates to the Nominating Committee. The Nominating Committee shall solicit and review candidates for Treasurer and Secretary. The Nominating Committee shall determine, by majority vote, which candidates advance to the Chapter Board for each open office. The Committee shall advance no more than two candidates per office and may advance one candidate when it determines that doing so is in the Chapter's best interests. Only candidates advanced by the Nominating Committee shall be eligible for election. Before an election, the Chapter Board may, by a two-thirds vote of the votes cast, return a slate to the Nominating Committee for reconsideration. The Board shall communicate the basis for its concerns, and the Committee shall present a revised or reaffirmed slate before the election proceeds. Any member of the Presidential Committee, Nominating Committee, or Chapter Board who is being considered for an office shall not participate in that body's discussion, evaluation, or voting concerning candidates for that office.

Section 2: Election of Chapter Officers.

Elections shall occur at a properly convened Chapter Board meeting at which a quorum is present. Each eligible voting Board member may cast one vote for each open office. Contested elections shall be conducted by secret ballot and require a majority of votes cast. If no candidate receives a majority, including in the event of a tie, additional balloting shall occur until a candidate is elected. An uncontested candidate may be elected by unanimous consent. If any eligible voting Board member objects, election shall be conducted by secret ballot and require a majority of votes cast. If the candidate does not receive a majority, the slate shall be returned to the Nominating Committee for reconsideration.

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Section 3: Election Procedures.

The Chapter Board shall maintain procedures for implementing this Article in the Leadership Manual. Those procedures shall be consistent with these Bylaws.

ARTICLE VIII – COMMITTEES

Section 1: Administration.

The Chapter President may, with the concurrence of the Chapter Board of Directors, establish, specify duties, and appoint chapter members to serve as committee chairs and members as deemed necessary or advisable for the effective administration of the Chapter. Members may serve two-year appointments on such committees and may be re-appointed. Committees may be led by co-chairs as needed.

Section 2: Standing Committees.

There shall be six (6) standing committees: Programs and Events Committee, Membership Committee, Advancement Committee, Communications/Marketing Committee, Sponsorship Committee, and Community and Belonging Committee.

2.1. Programs and Events Committee. The Programs and Events Committee develops educational programs and volunteer/networking events for the Chapter that meet the needs of Chapter members. The Programs and Events Committee Chairperson(s) shall be appointed by the Chapter Board**.**

Meeting places shall be determined by the Chapter Programs and Events Committee. Meetings will be moved to different locations, including virtual offerings when possible, to accommodate the needs of members located in different geographical areas of the states. Event registration fees shall be determined by the Programs and Events Committee to cover food, beverage, charge card fees, room rental fees, and any other costs associated with the event. An assessment equal to the published event registration fee for all Chapter sponsored-meetings may be assessed against members who register and do not show or who do not cancel reservations for such meetings by the published registration deadline.

2.2. Membership Committee. The Membership Committee develops member recruitment and retention activities, sets annual membership goals, and evaluates member satisfaction.

2.3. Advancement Committee. The Advancement Committee identifies members who are eligible to advance to Fellow, coordinates educational activities, identifies educational resources, and evaluates member satisfaction to achieve annual advancement goals.

2.4. Communications/Marketing Committee. The Communications and Marketing Committee develops and implements timely communications plans that effectively inform Chapter members about upcoming Chapter events.

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2.5. Sponsorship Committee. The Sponsorship Committee identifies prospective Chapter sponsors. It works with the Chapter President to set revenue goals and develop sponsorship packages.

2.6. Community and Belonging Committee. The Community and Belonging Committee fosters engagement and learning where the richness of each of us and all of us is celebrated and respected, creating community and belonging within the Chapter. The Community and Belonging Committee Chairperson shall be appointed by the Chapter Board.

Section 3: Other Committees.

The Chapter President may, with the concurrence of the Chapter Board of Directors, establish, specify duties, and appoint chapter members to other committees as deemed necessary or advisable for effective administration of the Chapter. Members may serve two years on such committees and may be reappointed.

ARTICLE IX – CONFLICT OF INTEREST

Section 1: General.

The Chapter Officers and Board members shall administer Chapter affairs honestly and economically and exercise their best care, skill, and judgment for the benefit of the Chapter and ACHE. The Chapter Officers shall exercise the utmost good faith in all transactions relating to their duties for the Chapter. In their dealings with and on behalf of the Chapter, they are held to a strict rule of honest and fair dealings with the Chapter. They shall not use their position, or knowledge gained there from, so that a conflict might arise between the Chapter interest and that of the individual.

Section 2: Disclosure of Conflict of Interest.

Each nominee for a Chapter Board or Committee position shall make written disclosure of any interest that might result in a conflict of interest upon nomination to office before appointment to fill a vacancy in office, and annually thereafter. Such a written disclosure shall be made on such form or forms as may be adopted by the Chapter Board for that purpose.

ARTICLE X – AMENDMENTS

Section 1: Amendments.

The Bylaws may be altered or amended by majority vote of the Chapter Board.

Section 2: Review of Chapter Bylaws.

Prior to enactment or modification, Chapter Bylaws will be reviewed and approved by ACHE in accordance with existing policies and procedures. ACHE and the Chapter shall maintain a record of all revisions to the Bylaws, including effective dates.

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ARTICLE XI – DISSOLUTION

Section 1: Dissolution of the Chapter.

The Chapter may be dissolved at any general meeting of the membership by a three-fourths-majority vote of voting members present, providing such notice of intent shall have been communicated and provided each voting member at least 30 days prior to the meeting where such dissolution vote is taken.

Section 2: Chapter Assets.

In the event of the dissolution of the Chapter, all assets remaining after the settlement of any chapter debts and obligations shall be distributed in accordance with the United States Internal Revenue Service Code governing dissolution of Non-Profit, Tax exempt or For-Profit corporations.

ARTICLE XII – MISCELLANEOUS PROVISIONS

Section 1: Execution of Contracts.

The Chapter Board may authorize any Officer or Officers and any agent or agents to enter into any contract or execute any instrument in the name of, and on behalf of, the Chapter, and such authority may be general or limited to specific instances. No Officer, agent, or employee shall have any power or authority to bind or obligate the Chapter by any commitment, contract, or engagement or to pledge its credits to render it liable for any purpose or in any amount unless duly authorized by the Chapter Board.

Section 2: Fiscal Year.

The fiscal year of the Chapter shall commence on January 1st of each calendar year.

Section 3: Effect of Bylaws.

These Bylaws are in all respects subordinate to, and shall be controlled by, applicable provisions of the corporate laws (profit or non-profit) of the State, other applicable laws, and the Articles of Incorporation of the Chapter. Except as these Bylaws may be inconsistent with such laws and Articles, they shall regulate the conduct of the business and affairs of the Chapter with respect to all matters to which they relate.

DocuSigned by:
Julia Lamb 10/23/2026
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Julia Lamb
President, ACHE OF THE ROCKY MOUNTAINS

Signed by:
Christine Luckie 10/26/2026
91AE9C57D352450...

Christine Luckie
President-elect, ACHE OF THE ROCKY MOUNTAINS

Signed by:
David Nwangwu 11/3/2026
14810042C3E0413...

David Nwangwu
Treasurer, ACHE OF THE ROCKY MOUNTAINS

Signed by:
Amanda Trask 10/23/2026
864052F7FC8B43B...

Amanda Trask
Secretary, ACHE OF THE ROCKY MOUNTAINS