

**BLUEBONNET CHAPTER  
AMERICAN ASSOCIATION OF HEALTHCARE ADMINISTRATIVE MANAGEMENT**

**CONSTITUTION**

**ARTICLE I**

**NAME**

The name of this organization shall be the BLUEBONNET CHAPTER OF THE AMERICAN ASSOCIATION OF HEALTHCARE ADMINISTRATIVE MANAGEMENT (the "Chapter").

**ARTICLE II**

**PURPOSE AND OBJECTIVES**

The purpose of the Bluebonnet Chapter of the American Association of Healthcare Administrative Management shall be to:

- a) Promote and encourage the recognition of patient account management as an integral part of the financial management throughout the health care industry.
- b) Encourage the implementation of effective and efficient business and receivables management, policies, and procedures in the health care industry.
- c) Stimulate and encourage an exchange of information among the "Membership".
- d) Develop and encourage the implementation of programs for the purpose of furthering the education and increasing the knowledge of the "Membership" in the health care industry.
- e) Develop and implement such programs as may add to the knowledge and encourage the development of persons new to the health care industry.
- f) Establish non-discriminatory standards of performance and professional conduct for persons who participate or are involved in the management of patient accounts of any health care facility or related field conducting business in the health care industry.
- g) Cooperate with other health care organizations, institutions, other related agencies, third party payers and the public.

**ARTICLE III**

**MANAGEMENT**

An Executive Committee shall direct the affairs of the Bluebonnet Chapter of the American Association of Healthcare Administrative Management.

- a) The Executive Committee shall consist of the Officers of the Bluebonnet Chapter of the American Association of Healthcare Administrative Management; and the Board shall consist of all Directors. The powers and duties of the Executive Committee are defined in the By-Laws.
- b) In the performance of its purpose and activities, the "Chapter" shall not discriminate against any member or applicant for membership because of race, creed, color, national origin, political affiliation, sex, age, or handicap.

- c) The Executive Committee shall not undertake any action or practice that will jeopardize the "Chapter's Exempt status with the U.S. Internal Revenue Service.
- d) In the event the Bluebonnet Chapter shall cease to exist, for any reason, all remaining "Chapter" funds, equipment and records shall be forwarded to the American Association of Healthcare Administrative Management national office ("National").
- e) The Executive Committee shall neither declare nor pay any dividend on the income of the "Chapter: nor divide any of such income with the "Membership" except, on dissolution of the "Chapter", shall forward such funds to "National".

**ARTICLE IV**  
**PERSONAL LIABILITY OF OFFICERS AND DIRECTORS**

Any member of the Executive Committee, Board of Directors Legal Counsel, Journal Editor, Legislative/Government Relations Chairperson, Corporate Sponsor Chairperson or any special committee chairperson appointed by the President and/or the Executive Committee shall not be personally liable to the "Chapter" for monetary damages as such including, without limitation, any judgment, amount paid in settlement, penalty, punitive damages or expense of any nature (including, without limitation, attorneys' fees and disbursements) for any action taken, or any failure to take any action, unless such person has breached or failed to perform the duties of their office under this Constitution, the By-Laws of the "Chapter" or applicable provisions of law of the State of Texas and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

**ARTICLE V**  
**MEMBERSHIP**

There are three types of memberships "National", "Chapter", and "Student". The eligibility requirements are determined by the National Association. Membership requires renewal and payment of annual membership dues; those fees are determined by the level of membership the individual has chosen and is eligible for.

**ARTICLE VI**  
**MEETINGS**

Annual or special meetings of the Bluebonnet Chapter of the American Association of Healthcare Administrative Management shall be held as provided for in the By-Laws.

**ARTICLE VII**  
**AMENDMENTS**

The Constitution of the Bluebonnet Chapter of the American Association of Healthcare Administrative Management may be amended, repealed, or added to in the following manner:

- a) The "Membership" of the Bluebonnet Chapter of the American Association of Healthcare Administrative Management may propose a change to the constitution; it shall be in writing or electronic and shall be submitted to the Executive Committee for appropriate action.
- b) Voting on Amendments may occur at annual or special meetings, by mail or by electronic means as approved by the Executive Committee.
- c) Notification shall be in writing and/or electronic form and shall inform the "Membership" of the article or articles to be changed. This notification shall be delivered thirty (30) days prior to voting deadline. Voting by mail and/or electronic means shall be on an appropriate ballot approved by the Executive Committee and ballots shall be counted only if postmarked or received electronically by the date specified on the ballot.
- d) The article or articles to be changed shall be written/electronic for the "Membership" in present form and in the proposed changed form.
- e) Amendments, repeals, or additions may be made at any time and shall be decided by a two-thirds (2/3) vote of the "Membership" responding prior to the voting deadline.

**BLUEBONNET CHAPTER  
AMERICAN ASSOCIATION OF HEALTHCARE ADMINISTRATIVE MANAGEMENT**

**BYLAWS**

**ARTICLE I.  
MEMBERSHIP**

- a) Subject to the Constitution, By-Laws and recommendations of the Board of Directors of the Bluebonnet Chapter of AAHAM, (hereinafter referred to as "Chapter"), any person employed by or retired from a healthcare facility or provider organization, an organization that is a service provider to healthcare organizations, or is otherwise professionally affiliated or associated with healthcare organizations, may become a member of the Bluebonnet Chapter of the American Association of Healthcare Administrative Management (Chapter).
- b) Applications for membership received by the Chapter will be forwarded together with the appropriate dues to the National Office of the American Association of Healthcare Administrative Management for processing and/or the current Chapter office. The Treasurer and membership Chair of the Chapter shall oversee the safe keeping of all membership records to include applications and membership lists.
- c) Applications received by the Chapter for Chapter Only membership will be forwarded with the appropriate dues to the Treasurer of the Chapter for processing.
- d) The Board of Directors may from time to time accord the status of Life Member upon individuals to recognize their outstanding contributions and meritorious service to the Chapter. Awarding the status of Life Member to any individual shall be at the discretion of the Board of Directors. Persons designated as a Life Member prior to the date of adoption of these By-Laws shall have such Life Membership continued. The Chapter shall also recognize and afford Life Member status to those persons who were afforded Life Member status by another chapter of AAHAM before becoming members of the Chapter. After such designation, a Life Member shall be exempt from all Chapter dues and registration fees for educational workshops and conferences sponsored by the Chapter.
- e) Membership status and benefits appertaining thereto shall be vested in the individual member, not in the employer or corporate sponsor of the member, regardless of the source of payment for the membership dues of a given member. Membership status shall not be transferable in whole or in part. A member who changes employment or retires shall retain membership for the period for which dues have been paid.

**ARTICLE II.  
DUES & FEES**

**Section I. Dues**

- a) Chapter dues shall be for a calendar year and shall be established by the Board of Directors.
- b) Any change in Chapter dues shall be decided on by the Board of Directors in accordance with the Constitution and these By-Laws. The Chapter has no authority over National AAHAM dues.

- c) Membership dues are not refundable. If an individual's Chapter membership is terminated for any reason before the next period for which dues would be payable in order to continue or renew membership, the member shall forfeit any dues already paid.
- d) New applications for membership accompanied by the appropriate amount of dues received after the first day of the last quarter of the calendar year shall constitute payment for the remaining portion of the calendar year and for the following calendar year.

## **Section II. Delinquency in Dues Payment**

- a) It shall be the responsibility of the Chapter Treasurer, in cooperation with the National Office of AAHAM, to determine delinquent membership of Members by use of the National Office's list of paid Members and the membership records of the Chapter. The Treasurer shall notify the Membership Chairperson and the Executive Board for purposes of follow-up with members and/or past members that are delinquent as to payment of membership dues. The Treasurer shall direct the sending and preparation on an annual basis of renewal notification to each Chapter Only Member. The Treasurer shall direct the preparation of delinquent notifications to both National AAHAM and Chapter Only Members to encourage continued participation, membership renewal and collection of delinquent dues.

## **ARTICLE III.** **VOTING**

### **Section I. Eligibility and Tabulation of Votes**

- a) All Membership whose dues are paid shall have the right to vote on Chapter business and elections. Proxy voting shall be permitted, provided however, the Executive Committee shall retain the discretion to prescribe the form, content, and method for proxy voting.
- b) All election ballots shall be tabulated by a Certified Public Accountant or other neutral third party approved by the Board of Directors and the results reported to the Nomination Chairperson, who will then report the results to the Executive Board.

### **Section II. Voting**

- a) Voting may be done in person, on conference calls or through electronic means when a majority of board members are present.

### **Section III. Majority**

- a) All matters except as otherwise specified in the Constitution and By-Laws, shall require a simple majority vote of the Membership, responding on or before the voting deadline.

## **ARTICLE IV.** **MEETING**

### **Section I. Regular Meeting**

- a) Regular meetings of the Chapter membership shall be held at least two (2) times a year, at such time and place as may be designated by the Board of Directors. Meetings devoted to educational programs, the Annual Meeting and Special Business Meetings shall all be considered regular meetings for purposes of this section.

### **Section II. Annual Meeting**

- a) There shall be an annual meeting of the Chapter. Results of new and old business and/or elections of the Chapter shall be transacted. Notice of this meeting shall be given at least forty-five (45) days prior to the scheduled date, via First Class Mail and/or any other means prescribed by the Executive Committee and/or the Board of Directors, including but not limited to electronic mail.

### **Section III. Special Meetings**

- a) Special meetings of the Chapter may be called by either the President, a majority of the Board of Directors, or not less than ten percent (10%) of the membership. Notice of a special meeting shall be given to the membership no less than forty-five (45) days prior to the scheduled date via First Class Mail and/or any other means prescribed by the Executive Committee and/or the Board of Directors, including but not limited to, electronic mail.

### **Section IV. Meeting Place**

- a) The Board of Directors may designate any place as the site of the annual, regular or any special meeting. A majority of the Board must approve the site before the meeting place is designated.

### **Section V. Quorum & Vote Required**

- a) A simple majority of the Chapter membership present at any annual, special or regular meeting of the Chapter shall constitute a quorum. The vote or a majority of the votes entitled to be cast by the Membership present at a meeting shall be necessary for the adoption of any matter voted upon at the meeting unless a different proportion is required by these by-laws.
- b) Two-thirds (2/3) of the Chapter's Board of Directors and Officers shall be required to convene a meeting of the Board. A simple majority of those present at such Board meeting shall be required for the passage of a motion on any chapter business.
- c) A motion on Chapter business may be made and voted on at any time and shall pass if approved by a simple majority of the Board of Directors and Officers. Votes may be counted by written or electronic ballot.

**ARTICLE V.**  
**OFFICERS AND BOARD OF DIRECTORS**

**Section I. Composition of Executive Board and Board of Directors**

- a) The Executive Board shall consist of the duly elected Officers and the Chairperson of Board of the Chapter. Appointed Committee Chairpersons shall be Directors, and all shall make up the Board of Directors.

**Section II. Officers**

- a) There shall be five (4) Officers of the CHAPTER. They shall be a President, 1st Vice President, Secretary and Treasurer.

**Section III. Board of Directors**

- a) The number of the Board of Directors, which shall constitute the whole Board including the Officers and the Chairperson of the Board and the total number of members, shall always be an odd number.

**Section IV. Chairperson of the Board**

- a) The Immediate past President of the CHAPTER shall serve as Chairperson of the Board for the two (2) years subsequent to his/her term as President. If the Immediate past President is unable to fulfill this duty for any reason, any Past President of the CHAPTER, approved by the Executive Board and willing to serve, may serve in that capacity. The Chairperson of the Board shall be a member of and shall serve on the Executive Board with all voting rights and privileges.

**ARTICLE VI.**  
**POWERS, DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS AND THE EXECUTIVE BOARD**

**Section I. Attendance**

- a) Any member of the Board who misses three (3) consecutive Board Meetings or four (4) Board Meetings in a calendar year may be removed from the Board by a majority vote of the Executive Board.

**Section II. Officers**

- a) The President of the Chapter shall preside at all Board meetings, regular, annual, and special meetings of the Membership. The President shall call meetings, execute policy, and provide leadership to the Board and the Membership of the CHAPTER. The President will have the authority

to sign checks (with the Treasurer and/or 1st Vice President) drawn on the CHAPTER checking account for approved expenses of the CHAPTER. The President will act as an ex-officio member of all committees, standing and special, except the nominating committee. The President will attend all National AAHAM President's Board Meetings as required or appoint a member of the Executive Board to attend as an Alternate/Proxy. The President shall complete the Chapter Activity Report each year of the term in office and submit to the National AAHAM Director on or before the due date for the report. The President will keep in his/her possession all equipment and records belonging to the CHAPTER during their term of office. The President shall consult with the Board and keep them fully informed so that the Programs and Activities of the CHAPTER may be coordinated and accomplished. The President shall strive during the term of office to guide the CHAPTER so as to meet the objectives outlined in the CHAPTER Constitution.

- b) The First Vice President shall serve the CHAPTER as a voting member of the Board and act as an assistant to the President and perform the duties of the President in the absence of the President. The 1st Vice President shall have authority to sign checks (with the President and/or the Treasurer) drawn on the CHAPTER checking account for approved expenses of the CHAPTER. The 1st Vice President shall oversee and provide leadership to the appointed committees and report the activities of the committees to the Executive Board.
- c) The Treasurer shall serve the CHAPTER as a voting member of the Board. The Treasurer shall deposit all monies received by the CHAPTER into an account under the name of the Chapter of the American Association of Healthcare Administrative Management-Bluebonnet Chapter, (i.e., AHAAM/Bluebonnet Chapter), in a bank approved by the Board. The checking account shall have three signatories authorized to sign checks. The Treasurer, President and 1st Vice President shall have the authority to sign checks drawn on the Chapter account. In the event of a vacancy of one of these offices, the President shall appoint an Executive Board member to act as signatory. All checks must have two (2) authorized signatures. Only approved expenses by the Executive Board shall be reimbursed. The Treasurer shall assist in establishing the annual budget, workshop/conference budget and to project future income and expenses of the CHAPTER each year. The Treasurer shall maintain the official checking account of the CHAPTER; provide monthly financial reports to the Board and profit/loss reports on each meeting/conference of the CHAPTER. The Treasurer shall pay all approved expenses within the time frame established by the Board. The Treasurer shall advise the Executive Board on all financial matters regarding the CHAPTER. The Treasurer shall oversee and provide leadership to the appointed committees and report the activities of the committees to the Executive Board.
- d) The Secretary shall serve the CHAPTER as a voting member of the Board. The Secretary shall direct the transcription of minutes of all meetings of the Membership and the Board. The Secretary shall ensure that all members of the Board receive copies of minutes after the meeting. The Secretary shall give or appoint a person to give notices of all meetings of the membership and the CHAPTER Board. The Secretary shall oversee and provide leadership to the appointed committees and report the activities of the committees to the Executive Board.
- e) The Executive Board may require any/all signatory Officers to be bonded.
- f) The Executive Board shall appoint a Certified Public Account to audit the books of the CHAPTER commencing with the election of a new Executive Board and at such times thereafter it deems appropriate.

### **Section III. Board of Directors**

The Powers and duties of the Board of Directors shall be as follows:

- a) It shall be the duty of each member of the Board of Directors to attend all Board meetings, the annual meeting and all special meetings.
- b) Each Director shall chair one of the approved committees and report all committee activities to the Board.
- c) The duties of the Board shall be to establish policies, procedures and programs designed to achieve the objectives of the CHAPTER. The Board shall support these policies, procedures and programs.

#### **Section IV. Term of Office**

- a) Each of the members of the Executive Board, President, First Vice President, Second Vice President, Secretary and Treasurer shall be elected for, and serve a term of two (2) calendar years, beginning January 1.
- b) Each Director (Committee Chairperson) shall be appointed by the Executive Committee and serve a term of two (2) years, beginning January 1 of the year.
- c) An Executive Board Member may serve no more than two (2) consecutive terms in the same position.
- d) Each Director (Committee Chairperson) may serve two (2) or more consecutive terms if approved by the Executive Board.

#### **Section V. Board Vacancies**

- a) If any member of the Board, shall, for any reason, vacate their office, the Executive Board shall appoint from the Members someone to fill the un-expired term. "Vacate their Office" shall mean that such member has resigned or failed to comply with Article VI, Section 1, Subsection A, of the By-Laws.

### **ARTICLE VII.** **COMMITTEES**

#### **Section I. Nominations**

- a) The chairperson of the board shall automatically lead the appointment nominations and assignment suggestions for the upcoming chapter term. If the chairperson is unable to perform these duties, the CHAPTER Executive Board shall appoint an individual to do so.
- b) The chairperson will nominate additional members to the committee from the membership at large.
- c) Any member may bring nomination suggestions to the chairperson for consideration.
- d) New committee member chairs and co-chairs must be approved by the Executive Board.
- e) No member shall hold more than one position on the board.

#### **Section II. - Different Committees**

- a) The Executive Board, during their term in office, shall have the authority to appoint, dissolve or combine committees; and appoint Chairpersons as deemed appropriate by the Executive Board for the purpose of carrying out the objectives of the CHAPTER.

- b) The Executive Board, during their term in office, shall have the authority to assign special tasks to members for appropriate study and action.
- a) Committee chairpersons will serve a two-year term. This person shall attend all scheduled meetings of the membership and Board. The Chairperson of each committee may, at their discretion, appoint additional members to serve on the committee(s) so long as they are in good standing with the CHAPTER or National organization.
- b) The Chairperson of each committee shall submit a report of the committee to the Board at each scheduled meeting.

#### **ARTICLE VIII**

#### **FISCAL YEAR**

The CHAPTER fiscal year shall be from the first day of January through the 31st day of December of each year.

#### **ARTICLE IX**

#### **AMENDMENTS**

- a) The By-Laws of the CHAPTER may be amended, repealed, or added to by a proposal of any member. The proposed change(s) must be approved by a majority vote of the Board and a written or electronic vote of the majority of the membership responding prior to the voting deadline.
- b) Only those Members and Chapter - Only Members in good standing shall have the right to vote.
- c) Notification shall be in writing and shall inform the Membership of the Article or Articles to be changed. The notification shall be mailed thirty (30) days prior to the voting deadline.
- d) Voting by First Class mail or electronically, shall be on an appropriate ballot and shall be counted only if returned by the date specified on the ballot.
- e) The Article or Articles to be changed shall be submitted to the Membership in present form and in the proposed form.

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