



CORPORATE BYLAWS

Approved as Revised
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ARTICLE I Name and Purposes

Section 1. Name. The name of this corporation is the Commission on Accreditation of Healthcare Management Education, an Illinois not-for-profit corporation, and its proper acronym is CAHME. Whenever used in these Bylaws, the acronym “CAHME” shall mean the Commission on Accreditation of Healthcare Management Education.

Section 2. Definition of terms: CAHME considers healthcare management to encompass any professional endeavor involving the application of specialized management and/or leadership competencies to work involving a mission of equitably improving human health

Section 3. Purposes. CAHME is organized exclusively for educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the “IRC”). In addition to the purposes set forth in CAHME’s Articles of Incorporation, CAHME shall endeavor to:

- (a) Assist in assuring the highest quality educational product across healthcare management through providing an accreditation program for "selected academic levels" of healthcare management, with the term "selected academic levels" being intended to refer to degree-granting programs/departments/schools at the undergraduate, graduate and doctoral levels, as well as pre-masters and post-masters residency and fellowship programs in healthcare management.
- (b) Establish leading edge standards and assessment mechanisms of quality at selected academic levels of healthcare management.
- (c) Make the findings of CAHME available to the public.
- (d) Advance the quality of healthcare management education.
- (e) Assume such other responsibilities and to conduct such other activities as are compatible with the operation of an educational accreditation program.
- (f) Develop leaders in education and practice over lifelong careers.

Section 4. Rules. The following rules shall conclusively bind the Organization and all persons acting for or on behalf of it: No part of the income of CAHME shall be distributable to its members, directors, or officers except as permitted by the General Not For Profit Corporation Act of the State of Illinois, as amended (the "Act"); no member or director or officer of CAHME shall have any right, title or interest in or to any property of any kind owned by CAHME or used by it in connection with the performance of its functions nor in or to any income or other funds received by CAHME; no part of the net earnings of CAHME shall inure to the benefit of any private member; no substantial part of the activities of CAHME shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and CAHME shall not participate in, or intervene in any manner in, any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any provision of these Bylaws, CAHME shall not carry on any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the IRC; or (ii) by a corporation, contributions to which are deductible under Section



170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 5. Offices. CAHME shall have and continuously maintain in Illinois a registered office and a registered agent whose office is identical with such registered office. The business office may be within or without the State of Illinois as the Board of Directors may determine.

ARTICLE II Accreditation Program

Section 1. Criteria. CAHME establishes criteria for the conduct of education for healthcare management, which may embody all aspects considered by the Board of Directors to be germane to the maintenance of acceptable academic education.

Section 2. Procedure. CAHME shall adopt a uniform procedure for consistently applying accreditation surveys and a uniform process of evaluation of academic programs. This procedure is set forth in detail in the Statement of Accreditation Policies and Operating Procedures, as may be amended from time to time by the Board of Directors.

Section 3. Authority. The Board of Directors shall have final authority to determine the accreditation of individual programs in academic education for selected academic levels in healthcare management in accordance with the policies and procedures adopted by the Board of Directors. Granting or withdrawing accreditation shall require the vote of two-thirds of the members of the Board of Directors present at a meeting at which a quorum is present.

Section 4. Eligibility. Requests for accreditation will be accepted only from programs in academic education for healthcare management based in colleges and universities which are: (a) accredited by the regional accrediting association in the U.S. approved by the U.S. Department of Education; or (b) if located outside of the U.S., accredited/recognized by an entity comparable to the U.S. Department of Education; or (c) accredited by the appropriate recognized specialty accrediting agency.

ARTICLE III Board of Directors

Section 1. Authority and Responsibility. The affairs of CAHME shall be managed by the Board of Directors (also referred to herein as the “Board”), which shall have supervision, control and direction of the affairs of CAHME, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes, have discretion in the disbursement of funds and shall have the power and authority to cause CAHME to do all acts consistent with the Act, its Articles of Incorporation and these Bylaws. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Number and Qualifications. Members of the Board of Directors need not be residents of the State of Illinois..

Section 3. Composition. The Board of Directors shall be composed of up to twenty voting (20) members as follows:



- (a) Up to 10 individuals from the category known as Practitioner Members which includes individuals who represent organizations that;
- directly provide for the health of the community, such as health systems, hospitals, medical group practices, health care plans, healthcare consulting firms, pharmaceutical companies, medical supplier/medical device corporations
 - serve to improve the health of community, such as social services organizations, organizations that build healthy communities, and organizations that provide research and guidance on healthy practices.
 - promote leadership in health administration and management, hospital/health system management, medical group management, healthcare financial management, healthcare information management, healthcare quality and safety.
 - support the delivery of healthcare, such as consulting, private equity focusing on healthcare, health insurance, trade associations; quality and safety-oriented organizations; medical device manufacturers, national management development entities; accreditation organizations, other organizations that support or provide services to healthcare entities; organizations that are engaged in the healthcare industry.
 - focus upon life-long education, leadership development, and career maintenance,
 - other entities which are major sources of employment of health services education graduates.
 - meets such other criteria as the Board of Directors may from time to time establish.
- (b) Up to 5 individuals from the category known as Academic Members. This category shall be represented by those organizations which formally train healthcare managers, leaders, or other health professions, and offer formal undergraduate, graduate, and/or doctorate degrees; or are associations of faculty in academia. Being from a CAHME accredited program is preferred;
- (c) Such number of individuals that meet the definition of “representative of the public” set forth herein as necessary to ensure that at least one-seventh (1/7) of the CAHME Board of Directors consists of individuals that qualify as a “representative of the public.” For purposes of these Bylaws, “representative of the public” means a person who is not: (i) an employee, member of the governing board, owner, or shareholder of, or consultant to, an institution or program that either is, or has been, accredited by CAHME or has applied for candidacy; (ii) member of any trade association or



membership organization related to, affiliated with, or associated with CAHME; or (iii) a spouse, parent, child, or sibling of an individual identified in (i) or (ii) of this definition.

A representative of the public may include a clinician (for example, a physician, a nurse, nurse practitioner), whose affiliation with an academic entity does not disqualify participation on the Board, as long as they provide needed attributes as required by CAHME as deemed by the Board;

- (d) CAHME's President and CEO shall be an ex officio, voting member of the Board of Directors; and
- (e) The Chairs of the Accreditation Council and the Standards Council, if not serving currently as members of the Board of Directors from one of the categories above, will serve as ex officio voting members of the Board of Directors for the duration of their term as Chair of the respective Council.

Section 4. Nominations & Elections. Annually, the Governance Committee (as defined in Article VII, Section 7.1), with the advice and approval of the Board of Directors, shall recommend to the CAHME Board of Directors eligible to vote, a slate of directors to fill expiring terms within each category described in Article V, Section 5.3(a)-(e) above. The Governance Committee will solicit nominations from each of the categories described above using a process defined by the Board of Directors. The CAHME Board of Directors eligible to vote will consider the recommendations of the Governance Committee and elect members to the board, and to replace those directors whose terms are expiring. The slate proposed by the Governance Committee shall, to the extent practicable, maintain the proportional balance expressed in Article V, Section 3(a)-(e) above.

Section 5. Term. Other than the President and CEO of CAHME who serves ex officio and the Chairs of the Accreditation Council and the Standards Council in the event they are serving ex officio, each member of the Board of Directors shall serve a three (3) year term on the Board, or until such time as a successor is duly elected, qualified and takes office. A person may serve on the Board of Directors for a maximum of two consecutive full terms. Following completion of two consecutive terms on the Board, former members may be elected back to the Board after a three (3) year hiatus. Notwithstanding anything set forth above to the contrary, the individual elected by the Board to serve as the Chair-Elect shall serve a three (3) year term on the Board coinciding with such individual's rotation through the offices of Chair-Elect, Chair and Past-Chair.

Section 6. Attendance at Meetings. Board members are required to attend at least two-thirds of the regularly scheduled meetings of the Board each year.

Section 7. Resignation and Removal. Any member of the Board may resign at any time by giving written notice to the Chair. Any member of the Board of Directors (other than the President and CEO of CAHME who serves ex officio) may be removed from office by vote of a two-thirds of the Board Members whenever, in their judgment, the best interests of CAHME would be served by such removal. No Director shall be removed, with the exception of the President and CEO, unless written notice of a meeting to remove the Director is delivered to all Board Members who are entitled to vote. Such notice must state that a purpose of the meeting is to vote upon the



removal of one or more Directors named in the notice, and only the named Directors may be removed at such meeting.

Section 8. Vacancies. In the event of the death, resignation, inability to act or removal of a member of the Board of Directors, the Board shall, in accordance with the procedure set forth in Article V, Section 5.4, elect a successor to serve for the unexpired term. A person may serve on the Board of Directors for a maximum of two successive full terms; and partial terms during which the person filled a vacancy will not be counted. The Board will ensure that appointees filling vacancies are from the appropriate career category so as to maintain balance between practitioners and academicians.

Section 9. Timing and Term Limits. Newly elected Directors shall take office on July 1, except in circumstances where members are elected to the Board to replace a vacated board position. The terms of ex officio board members, through their designation as Chair of the Accreditation Council or Chair of the Standards Council, shall not count against their terms on the Board if nominated to the Board following their ex officio office. For purposes of ensuring continuity, any Board Member or Chairperson currently serving a term at the time of this bylaw adoption who exceeds the term limits set forth herein shall be permitted to complete their existing term. They shall be subject to the new term limits thereafter.

Section 10. Role and Responsibilities. Without limiting the generality of Article V, Section 5.1, the role and responsibilities of the Board of Directors shall include the following:

- (a) establishing and implementing CAHME policy; determining membership criteria, qualifications, rights and privileges, and the grounds and procedures for termination of membership in CAHME; establishment of CAHME's dues structure and rates; adopting rules and regulations for the conduct of the business of CAHME as shall be deemed advisable; implementing the non-profit goals and objectives of CAHME; and exercising discretion in the disbursement of CAHME's funds and appointing of such agents as it deems necessary; and electing the Secretary/Treasurer of CAHME;
- (b) to establish accreditation policies and Criteria for Accreditation the conduct of academic education for healthcare management and affiliated/related practicums or fellowships as may be designated;
- (c) to adopt and amend the Statement of Accreditation Policies and Operating Procedures;
- (d) to conduct and to provide oversight of the accreditation function and to make all decisions on awarding, changing or withdrawing accreditation, except as delegated to the Accreditation Council;
- (e) to perform continuous quality assessment and evaluation of the accreditation process;
- (f) to set the policy framework regarding the financial affairs of CAHME;
- (g) to represent CAHME to the public;
- (h) to promote the integrity of the accreditation process, including the independent operation of CAHME; and



- (i) to support the officers of CAHME in the interpretation and promotion of the accreditation program.

Section 11. Regular Meetings. The Board of Directors may take action to set the time, date, and place for the holding of a regular annual meeting of the Board of Directors and at least one (1) additional regular meeting of the Board of Directors without other notice than such action.

Section 12. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or any three (3) members of the Board with such three (3) members representing at least two (2) Membership categories. Notice of any special meeting of the Board of Directors shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Illinois, as the place for holding any meeting called by them.

Section 13. Meeting by Conference Call. Any action to be taken at a meeting of the Board of Directors or any committee thereof may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of any meeting to be held by conference call (whether regular or special) may be delivered a minimum of twenty-four (24) hours prior to the meeting.

Section 14. Waiver of Notice. Notice of any meeting need not be given to any member of the Board of Directors who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 15. Quorum. Two-thirds of the members of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors; provided that when less than a quorum is present at said meeting, a majority of the members of the Board of Directors present may adjourn the meeting to another time without further notice.

Section 16. Manner of Acting. The act of a majority of the members of the Board of Directors at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these Bylaws.

Section 17. Informal Action. Any action requiring a vote of the Board of Directors may be taken without a meeting if consent, setting forth the action so taken, is approved by all the members of the Board entitled to vote with respect to the subject matter thereof. Such resolutions and evidence of the Board's approval shall be filed with the minutes of the proceedings of the Board of Directors.

Section 18. Compensation. Directors shall not receive any remuneration for their services as Directors. Nothing contained herein shall be construed to preclude any Director from serving CAHME in any other capacity and receiving reasonable compensation therefor.

ARTICLE IV

Officers

Section 1. Officers. The officers of the Board of Directors shall be a Chair, Chair Elect, Past Chair, Secretary/Treasurer and such other officers as the Board of Directors may authorize (collectively, the “Officers”).

Section 2. Election. At its last regular meeting prior to July 1 each year, the Board of Directors shall elect a Chair-Elect and such other officers from amongst the members of the Board of Directors as it deems appropriate, and each of their elections shall be effective as of the immediately following July 1. Whenever the position of Chair Elect becomes vacant, the Board of Directors shall elect from amongst its members a new Chair Elect. Election shall be held during the Board of Directors meeting with all Directors present having the privilege of voting, including the Chair of the meeting. The Chair-Elect at the end of his/her term in office shall automatically become Chair, the then-serving Chair shall automatically become Past-Chair, and the currently serving Past Chair shall automatically be deemed to have resigned his/her office.

Section 3. Term of Office. Each officer shall serve a one-year term in office, commencing on the 1st day of July, or until such time as their successors are duly elected, qualified, and take office. In no case will an officer serve more than two years in the same office. Board Members shall serve staggered three (3) year terms. Directors who are elected as Chair-Elect at any time in their second term, may continue to serve as Chair-Elect, Chair, and Immediate Past-Chair regardless of the number of years left in that second term.

Section 4. Removal/Resignation. Any officer may be removed from office by a vote of two-thirds of the members of the Board of Directors whenever, in its judgment, the best interests of CAHME would be served by such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election of an officer or agent shall not of itself create any contract rights. Any officer may resign at any time by giving written notice to the Chair. Any such resignation shall take effect at the time specified therein or, if no time is specified, upon delivery. Acceptance of the resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal or incapacity shall be filled by a vote of a majority of the remaining members of the Board of Directors; provided, however, that a vacancy in the office of Chair shall be filled by the then-serving Chair Elect. In the absence of a Past Chair, the office of Past Chair shall remain vacant until the conclusion of the then-current Chair’s term in office, provided, however, the Board shall elect an individual to serve as Chair of the Governance Committee.

Section 6. Chair. The Chair shall be the principal elected officer of CAHME and shall, in general, supervise all of the business affairs of CAHME, subject to the direction and control of the Board of Directors, by communicating with the President and CEO as necessary regarding the business of CAHME. The Chair shall preside over all meetings of the Board of Directors and Executive Committee meetings. The Chair shall, in general, perform all duties customarily incident to the office of Chair and such other duties as may be prescribed by the Board of Directors. The Chair may sign on behalf of CAHME all contracts, documents and instruments authorized by the



Board of Directors. The Chair automatically shall succeed to the office of Past-Chair following the conclusion of his or her term in office as Chair.

Section 7. Chair-Elect. The Chair-Elect shall assist the Chair and shall substitute for the Chair when required. The Chair-Elect shall, in general, perform all duties customarily incident to the office of Chair-Elect and such other duties as may be prescribed by the Board of Directors. The Chair-Elect automatically shall succeed to the office of Chair upon expiration of the Chair's term of office, and in the event of the death, resignation, removal, or incapacity of the Chair.

Section 8. Past-Chair. The Past-Chair shall have such duties as may be assigned by the Chair or the Board of Directors. The Past-Chair shall act as Chair in the absence or incapacity of both the Chair and the Chair-Elect, and when so acting, shall have all the responsibility, power, and authority of the Chair.

Section 9. Secretary/Treasurer. The Secretary/Treasurer shall perform the duties normally expected of the secretary of an Illinois not-for-profit corporation, including seeing that all notices are duly given in accordance with applicable law, the Articles of Incorporation, and these Bylaws; being custodian of the corporate records; ensuring accurate minutes of the meetings of the Board and maintenance of a record of the mailing address of each CAHME member; and performing such other duties as may be assigned by the Chair or the Board.

The Secretary/Treasurer shall have custody of all corporate funds, property and securities subject to such regulations as may be imposed by the Board of Directors; shall cause to be kept full and accurate accounts of receipts and disbursements and shall cause to be deposited all corporate funds and other valuable effects in the name of and to the credit of the corporation in a depository or depositories designated by the Board of Directors. The Secretary/Treasurer shall oversee the performance of the annual audit and preparation of the annual budget; give to the board, whenever they require it, an account of the financial condition of the corporation and shall, in general, perform all duties incident to the office of treasurer, subject to the control of the Board of Directors.

ARTICLE V President and CEO

The administrative and day-to-day operation of CAHME and the administration of the accreditation program, subject to these Bylaws and such policies as may be adopted by the Board of Directors, shall be the responsibility of a salaried staff head or organization retained by and responsible to the Board of Directors. The salaried staff head or, in the case of a firm, chief staff officer retained by the firm, shall have the title of "President and CEO." The Board of Directors shall determine the compensation, duties, responsibilities, authority and performance objectives of the position, conduct performance reviews, in its discretion, and dismiss the President and CEO, subject to any applicable contract rights. The President and CEO shall have the authority to execute contracts on behalf of the CAHME as approved by the Board of Directors, and shall employ and may terminate the employment of personnel necessary to carry out the work of CAHME, and shall perform such other duties incident to the office of President and CEO and as may be specified by the Board of Directors.

ARTICLE VI Committees and Councils



Section 1. Executive Committee. The Officers, and such other members of the Board as may be elected by the Board of Directors, shall constitute the Executive Committee.

- (a) Authority & Responsibilities. The Executive Committee shall be empowered to act for the Board of Directors when the Board of Directors is not in session on matters of accreditation processes and business affairs which are delegated from the Board of Directors to the Executive Committee, except that the Executive Committee may not grant or withdraw accreditation under any circumstances and except as otherwise set forth in the Act. Notwithstanding the foregoing, the delegation of authority to the Executive Committee shall not operate to relieve the Board of Directors or any individual Officer or member of the Board of Directors of any responsibility imposed by law. In addition, the Executive Committee is designated by the Board of Directors to act as CAHME's Compensation Committee provided, however, that when in session conducting functions of such committee, the President and CEO shall not be a member of the Compensation Committee.
- (b) Meetings and Voting. The Executive Committee shall meet in person or by conference call upon the request of the Chair or a majority of the Executive Committee. Each member shall have one (1) vote. When the Executive Committee is comprised of Five (5) members, three (3) members of the Executive Committee shall constitute a quorum for the transaction of business at any duly called meeting of the Executive Committee; provided when less than a quorum is present at said meeting, a majority of the members present may adjourn the meeting without further notice. The act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the Executive Committee.
- (c) Action by Written Consent. Any action requiring a vote of the Executive Committee may be taken without a meeting if a consent, setting forth the action taken, is approved by all the members of the Executive Committee entitled to vote with respect to the subject matter thereof.

Section 2. Governance Committee. A Governance Committee shall be appointed by the Board of Directors. The Past-Chair shall serve as the Chair of the Governance Committee. The Governance Committee shall be comprised of (i) the Chair, (ii) Chair-Elect, (iii) President and CEO; and (iv) at least one member from each membership category; and (v) such number of non-Directors as the Board of Directors may determine. The Governance Committee, with the advice and consent of the Board of Directors, shall propose a slate of candidates for election to the Board of Directors. The Governance Committee shall also be responsible for Evaluation and Development activities including definition of role, responsibilities, and expectations of individual board members. The Governance Committee shall nominate members of councils and committees in a manner defined by the Board of Directors in a Policy Statement on appointments.

- (a) Term. Other than the President and CEO of CAHME who serves ex officio, and the designated executive committee members of the board who serve as defined herein, each appointed member of the Governance Committee shall



serve a three (3) year term, or until such time as a successor is duly elected, qualified and takes office. A person may serve on the Governance Committee for a maximum of two consecutive full terms. Following the completion of two consecutive terms on the Committee, former members may be elected back to the Governance Committee after a three (3) year hiatus.

Section 3. Committees and Councils of the Board. In addition to the Executive and Governance Committees, the Board of Directors, by resolution adopted by the vote of two-thirds of the members of the Board of Directors in office, may designate one or more committees or councils, each of which shall consist of two or more members of the Board of Directors. Such committees and councils, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in carrying out the responsibilities assigned to the committee or council by the Board; provided, however, that the designation of such committees and councils and the delegation thereto of authority shall not operate to relieve the Board of Directors of any responsibility imposed upon it by law. A majority of all members of committees having the authority of the Board of Directors must be members of the Board of Directors. The requirements of this section do not apply to the Standing Councils: The Accreditation Council and The Standards Council.

Section 4. Standing Councils. CAHME shall have two standing councils – an Accreditation Council and a Standards Council. The members of the standing councils shall be appointed by majority vote of the Board of Directors and shall consist of both academics and practitioners drawn from: (i) members of the Board of Directors, (ii) authorized representatives of Members of CAHME who are not members of the Board of Directors, (iii) other qualified individuals, and (iv) one representative of the public as defined in Article V, Section 5.3(e). The Board of Directors, by a majority vote, shall select an individual to serve as Chair of each of the standing councils to serve a maximum term of two years. If that individual is not otherwise currently serving on the Board of Directors, he or she shall become an ex officio voting member of the Board of Directors during his or her term of service as Chair of the respective Council.

- (a) Accreditation Council. The Accreditation Council shall oversee the accreditation processes and make recommendations to the Board of Directors on individual accreditation decisions.
- (b) Standards Council. The Standards Council shall maintain and continuously improve the accreditation standards and shall recommend standards for approval by the Board of Directors. All standards of the Commission will be reviewed thoroughly by the Standards Council at least every five (5) years. The Standards Council will function within a charge, mission, and policy framework as set by the Board of Directors.
- (c) Term. Other than the President and CEO of CAHME (or designee) who serves as non-voting ex officio, each member of the Accreditation Council and the Standards Council shall serve a three (3) year term on their respective Council, or until such time as a successor is duly elected, qualified and takes office. A person may serve on the respective Council for a maximum of two consecutive full terms. Following the completion of two consecutive terms on the respective Council, former members may be elected back to the



respective Council after a three (3) year hiatus. Notwithstanding anything set forth in these Bylaws to the contrary, an individual elected to serve as Chair of the respective Council may complete their term as Chair and remain on the Council notwithstanding the term limits set forth in this Article.

Section 5. Other Committees and Councils. Other committees and councils not having or exercising the authority of the Board of Directors in the management of the corporation may be designated by resolution adopted by a majority of the members of the Board of Directors present at a meeting of the Board of Directors at which a quorum is present. Members of such committees and councils may include members of the Board of Directors or any other persons, whether or not affiliated with a Member, and shall be appointed by the Chair with the concurrence of the Board of Directors.

Section 6. Governance of Committees and Councils.

- (a) Quorum and Manner of Acting. At all meetings of any standing or other committee or council, a majority of the members thereof shall constitute a quorum for the transaction of business unless otherwise set forth herein. A majority vote by committee members present and voting at a meeting at which a quorum is present shall be required for any action.
- (b) Committee Vacancies. Except as otherwise provided herein, vacancies in the membership of a standing committee shall be filled by appointments made in the same manner as the original appointments to that committee.
- (c) Policies and Procedures. The Board of Directors shall develop and approve policies and procedures for the operation of all standing and other councils and committees. All standing and other councils and committees shall report to the Board of Directors.

ARTICLE VII Administration

Section 1. Gifts. The Board of Directors and/or the President and CEO may accept on behalf of the corporation any grant, contribution, gift, bequest or devise for the general purposes of the corporation.

Section 2. Indemnification and Hold Harmless. CAHME shall indemnify all individuals serving or those who have served as officers, directors, committee members, council members, volunteers or employees of CAHME against any and all liabilities (including reasonable attorneys' fees) arising out of or relating to such individuals' activities as officers, directors, committee members, council members, volunteers or employees subject to any limitation of the laws of the State of Illinois limiting the right of CAHME as an Illinois not-for-profit corporation to indemnify officers, directors, committee members, volunteers or employees. Expenses incurred in defending an action, suit or proceeding may be paid by CAHME upon receipt of an agreement by the officer, director, committee members, volunteer or employee to repay such amount if it is ultimately determined that the individual is not entitled to be indemnified by CAHME under this section or applicable law. In addition, CAHME may purchase and maintain insurance policies insuring such



individuals against any and all liability resulting from said individuals' activities as an officer, director, committee member, council member, volunteer or employee regardless of whether or not CAHME would be empowered to so indemnify without purchasing said insurance.

Section 3. Fiscal Year. The fiscal and operating year of the corporation shall begin on July 1 and end on June 30.

Section 4. Information. The Bylaws, Form 990, Statement of Accreditation Policies and Operating Procedures, Criteria for Accreditation, and actions of CAHME regarding accreditation shall be made available to all Members and members of the Board of Directors and the public.

ARTICLE VIII Dissolution

Section 1. Voluntary Dissolution. CAHME may be voluntarily dissolved only pursuant to the affirmative vote of two-thirds of the Board approving a resolution to dissolve.

Section 2. Disposition of Assets. In the event of dissolution of CAHME, the Board of Directors, after paying or making provision for the payment of all of CAHME's liabilities, shall distribute CAHME's remaining assets exclusively for CAHME's purposes in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the IRC, and in accordance with Illinois law, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which CAHME's principal office is then located, exclusively for such purposes, or to one or more organizations which are organized and operated exclusively for such purposes, as said Court shall determine to best accomplish CAHME's exempt purposes.

ARTICLE IX Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of two-thirds of the members of the Board of Directors, at any regular or special meeting of the Board, provided that at least thirty (30) days written notice is given of the intention to alter, amend or repeal or to adopt new Bylaws at such meeting.