

ACHA By-Laws

ARTICLE 1

NAME AND PURPOSE

1.1 Name

The name of the corporation is AMERICAN COLLEGE OF HEALTHCARE ARCHITECTS. The corporation will be referred herein as the "College" or "ACHA."

1.2 Purpose

The purpose of the College is to provide for special Board Certification for licensed architects working in the area of healthcare facility architecture and to facilitate the further education of licensed architects certified as specialists in the area of healthcare facility architecture.

The College is organized as a public charity for educational purposes as well as other charitable purposes. More specifically the College is created solely as an organization described in section 501(c)(3) and exempt from taxation under section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code") or corresponding provisions hereinafter in effect. The College shall be operated exclusively for such purposes; no part of its net earnings shall inure to the benefit of any private certificant, regent, or individual and individuals or groups of certificate holders are prohibited from acting on behalf of the College without the specific direction or approval of the Board of Regents. The College is not a political advocacy group and is prohibited from participating in political campaigns for or against candidates for public office or otherwise attempting to influence local, state or national policy or legislation.

ARTICLE II

CERTIFICATE HOLDERS

2.1 Classes of Certificate Holders

The College will have four classes of certificant holders: (i) Founding Affiliate, (ii) Affiliate (iii) Fellowship, and (IV) Emeritus. The Founding Affiliate category shall be those individuals listed on Schedule A who have been elected by the Board of Regents in the manner described in Section 2.2 hereof prior to January 1, 2001. The Affiliate certificants shall be those that have complied with all the certification requirements described in Section 2.2. The Fellowship certificants shall be those who have been elevated by vote of the Fellowship Committee based on their fellowship application as defined in Section 2.2.3. The Emeritus Certificants shall be basic certificant holders who have retired from active practice as defined in Section 2.2.4.

2.2.2 Affiliate

A person becomes an Affiliate certificant upon approval of their portfolio and passing the Board Certification examination. ACHA Board Certification shall be awarded to any person meeting the following requirements:

A. A currently valid license to practice architecture in at least one jurisdiction in the United States, its possessions or in a province of Canada.

B. Demonstration of practice as a licensed architect for not less than five years.

C. Demonstration of a period following licensure of at least three of the past five years in which the specialty of healthcare facility architecture represents the majority of an applicant's full-time practice.

D. Verification of significant roles on substantial healthcare projects with a portfolio and prescribed references.

E. Each applicant for certification must pass a written examination on the specialized requirements of healthcare facility architecture, planning, programming, design, documentation and construction given by the ACHA Board of Regents. ACHA Board Certification shall be awarded to a person who meets the requirements set out above and who pays to ACHA the initial dues as set by the Board of Regents. Upon payment of the initial dues, an ACHA Board Certified healthcare architect shall become a College Certificant.

F. In the case of Founding Affiliates, the requirement to pass a written examination will be waived.

2.2.3 Fellowship

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A Founding Affiliate or College Affiliate who has at least five years of exemplary performance in the area of healthcare facility architecture and has been nominated by a fellowship committee established by the Board of Regents is eligible to become a Fellowship Certificant. Election to Fellowship shall be by a majority vote of the Board of Regents.

2.2.4 Emeritus Certificants

Upon ceasing to practice, a Founding Affiliate, Affiliate, or Fellowship Certificant may make application to the Board of Regents to change status to Emeritus Certificant. An Emeritus Certificant shall be elected by a majority vote of the Board of Regents.

2.2.5 Continued Certification

Continued certification by any category, Founding Affiliate, Affiliate or Fellowship, shall be contingent on the payment of annual dues, as set by the Board of Regents, evidence of continued practice in healthcare facility architecture reported annually, and compliance with ACHA's continuing education requirements, as set by the Board of Regents. Continued certification for Emeritus shall be contingent on the payment of annual dues, as set by the Board of Regents.

2.4 Termination of Certification

Any certificant's status as Founding, Affiliate or Fellowship shall terminate upon the failure pay the annual dues for the period fixed in Article XII of these bylaws, to provide evidence of continued practice in healthcare facility architecture by annual reporting, or to comply with the continuing education requirements of ACHA. Emeritus status shall terminate upon the failure to pay the annual dues for the period fixed in Article XII of these bylaws.

In the event a certificant provides a written request for a modified dues payment plan because of an unplanned leave of employment due to an extended illness or unemployment, the Board of Regents may, at its discretion, allow that certificant to pay the required total annual dues on a modified dues payment plan for a maximum period of two years. The Board of Regents may waive the \$500 penalty for reinstatement described below in 2.6.1. at their discretion on a case by case basis. The certificant is required to maintain his or her continuing education requirements on a per year basis and may use the ACHA credential while paying the dues over the agreed upon modified dues payment plan. It shall be the certificant's sole responsibility to comply with the modified dues payment plan without ongoing written notification from the ACHA. If a certificant fails to provide payment per the terms of the modified dues plan approved by the Board of Regents, the certificant shall be provided certified notification once and if the payment is not made within 30 days, the certificant shall lose his/her accreditation. Additionally, the Board of Regents, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a certificant for cause after an appropriate hearing in front of the Ethics committee. The Board of Regents shall provide written notification of his or her termination if terminated according to this Section 2.4.

2.6.1 Reinstatement

In the event a former certificant has been terminated for non-payment of dues as defined in ARTICLE XII, 12.3 or failure to submit documentation required under section 2.2.5 within the required time frame, any applicant for reinstatement must demonstrate continuous compliance with all requirements of certification during the period of delinquency including evidence of continued practice in healthcare facility architecture and compliance with ACHA continuing education requirements. In addition, the applicant for reinstatement must repay all required dues during the period of delinquency up to a maximum of three years of annual dues plus a penalty of a \$500.00, which amount can be adjusted by the Board or Regents from time to time.

2.6.2 If the conditions in Section 2.6.1 have been complied with, upon written request signed by a former certificant and filed with the Executive Office, the Board of Regents may, by the affirmative vote of two-thirds of the members of the Board, reinstate the former certificants to active certification.

2.7 Transfer of Certification

Certification in this College is not transferable or assignable.

2.8 Certification Only to Individuals

Certification in this College is only available to individuals. Certification is not available to firms, corporations, government agencies, institutions or organizations that may employ ACHA Board Certified Healthcare architects.

2.9 Use of Initials

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Any Founding Affiliate or Affiliate in good standing has the right to indicate that he or she is an ACHA Board Certified healthcare architect and a certificate holder in ACHA in good standing by placing the initials "ACHA" after the certificate holder's name.

Any Fellowship certificant in good standing has the right to indicate that he or she has achieved the special distinction of ACHA Certified Fellow and a certificate holder in ACHA in good standing by placing the initials "FACHA" after the certificate holders name.

Any Emeritus Certificant in good standing has the right to indicate that he or she is a retired certificate holder in ACHA in good standing by placing the term "Emeritus ACHA" after the certificate holder's name.

ARTICLE III

MEETING OF CERTIFICATE HOLDERS

3.1 Annual Meeting

An annual meeting of the certificate holders will be held on a day and at a time as is determined by the Board for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday, the meeting will be held on the next succeeding business day.

3.2 Special Meetings

Special meetings of the certificate holders may be called by the President, the Board of Regents, or by not less than one-tenth of the certificate holders having voting rights.

3.3 Place of Meeting

The Board of Regents may designate any place, either within or without the State of Kansas, as the place of meeting for any annual meeting or for any special meeting of the certificate holders called by the Board of Regents. If no designation is made, or if a special meeting is otherwise called, the place of the meeting will be the registered office of the College; but if the majority of the certificate holders meet at any time and place, either within or without the State of Kansas and consent to the holding of a meeting, such meeting will be valid without call or notice, and at such meeting any corporate action may be taken.

3.4 Notice of Meetings

Written notice stating the place, day and hour of any meeting of certificate holders will be delivered, either electronic mail or by regular mail, to each certificate holders entitled to vote at such meeting, not fewer than ten or nor more than fifty days before the date of the meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting, or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called will be stated in the notice. If mailed, the notice of a meeting will be deemed to be delivered when deposited in the United States mail addressed to the certificate holder at his or her address as it appears on the records of the College, with postage thereon prepaid.

3.5 Quorum

The certificate holders holding a majority of the votes which may be cast at any meeting will constitute a quorum at such meeting. If a quorum is not present at any meeting of certificate holders, a majority of the certificate holders present may adjourn the meeting from time to time without further notice.

3.6 Proxies

At any meeting of certificate holders, a certificate holder entitled to vote may vote by proxy executed in writing by the certificate holder or by his or her duly authorized attorney-in-fact. No proxy will be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

3.7 Manner of Action

A majority of the votes of those present and entitled to vote on a matter to be voted upon by the certificate holders present or represented by proxy at a meeting at which a quorum is present will be necessary for the adoption thereof unless a greater proportion is required by law or by these by-laws.

3.8 Voting by Electronic Mail

Where the Regents request a vote by certificate holders of any class or classes of certificate holders, such vote may be conducted by Electronic mail in such manner as the Board of Regents determines.

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ARTICLE IV

BOARD OF REGENTS

4.1 Number, Tenure, Election and Vacancies

The direction and management of the affairs of the College and the control and disposition of its properties and funds shall be vested in a Board of Regents (the "Board," "Regent" or "Regents") which shall consist of not less than three (3) persons and no more than (10) persons until changed by amendment to these bylaws.

In recognition of the founding of ACHA as an expansion into certification of healthcare architects, being created by past Board members of the AIA/Academy of Architecture for Health and the desire to retain a close and coordinated relationship with the Academy, the Board of Regents establishes a guideline of approximately 50% of the board composition should be past AIA/AAH Board members.

In order to highlight the importance of the certification process, each new Board member will be required to serve a minimum of one year on the ACHA Exam Committee, unless they have previous experience on that committee.

Each Regent shall serve for his or her term of office and until his or her successor is duly elected and begins their service as a Regent. The maximum length of service as a member of the Board of Regents shall be six years. In the event a board member is elected to the office of Vice President / President-Elect, the length of service may be extended to include the time in office as the President-Elect; one year as President and one year as Past President. A vacancy shall be declared in any seat on the Board upon the death or resignation of the occupant thereof, the removal of the Regent by a two thirds vote of the members, or upon the disability of any occupant rendering him permanently incapable of participating in the management and affairs of the College. Upon the expiration of the original terms of office, the respective successors shall be elected for terms of three years. In case of election to fill a vacancy, the term of the successor shall be for the unexpired term for which the former occupant thereof was elected.

The Board shall be a self-perpetuating body. Upon the expiration of any term for a Regent, a successor shall be elected by a majority of the Regents present at a duly called meeting where a quorum is present or by a written consent signed by not less than a majority of the then current Regents. Upon the creation of a vacancy by death, incapacitation, removal, or resignation, successors shall be elected by the other members of the Board by majority vote of the Regents present at a duly called meeting where a quorum is present and by a written consent signed by not less than a majority of the then current Regents.

4.2 Board Meetings

The Board meetings of the Board of Regents shall be held on a dates mutually agreed to by the Board for the election of officers and the transaction of such other business as may lawfully come before the meeting. It shall be the duty of the Executive Office of the College to give ten days' notice of such meeting to each Regent by electronic mail.

4.3 Order of Business

The order of business at the Board of Regents meeting shall be as follows:

1. Roll call.
2. Approval of the minutes of the preceding meeting and action thereon.
3. Reports of officers.
4. Reports of committees.
5. Miscellaneous business.

4.4 Special Meetings

Special meetings of the Board of Regents shall be held whenever called by the Executive Office of the College upon the direction of the President of the College or upon written request of any two Regents; and it shall be the duty of the Executive Office to give sufficient notice of such meetings by electronic mail to enable the Regents so notified to attend such meetings.

The Board may meet by telephone or videoconference as often as the business of the College requires.

4.5 Quorum for Meetings

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A majority of the Regents shall constitute a quorum for the transaction of business at all meetings convened according to these bylaws.

4.6 Action by Written Consent

The Board of Regents may take action by written consent in accordance with the College's Articles of Incorporation.

ARTICLE V

GENERAL OFFICERS

5.1 Election

The officers of this College shall be a President, President-Elect and the Secretary/ Treasurer and such other officers as may be determined and selected by the Board. The Board, at its first meeting of the said calendar year, shall elect the officers. The officers so elected shall hold office for a period of three years and until their successors are elected and qualify. The maximum any Board member can serve is two terms.

5.2 Attendance at Meetings

The President, and in his absence the President-Elect, shall call meetings of the Board to order, and shall act as chair of such meetings.

5.3 Duties

The principal duties of the several officers are as follows:

(a) President. The President shall preside at all meetings of the Board. He shall be the chief executive officer of the College, and subject to the control of the Board, shall have general charge and supervision of the administration of the affairs and business of the College. He or she shall see that all orders and resolutions of the Board are carried into effect. He or she shall sign and execute all legal documents and instruments in the name of the College when authorized so to do by the Board and shall perform such other duties as may be assigned to him or her from time to time by the Board. He or she shall also have the power to appoint and remove subordinate employees. The President shall submit to the Board plans and suggestions for the work of the College shall direct its general correspondence and shall present his/her recommendations in each case to the Board for decision. He or she shall submit a report of the activities and business affairs of the College at each annual meeting of the Board and at other times when called upon so to do by the Board.

(b) President-Elect. The President-Elect shall discharge the duties of the President in the event of his/her absence or disability for any cause whatever, and shall perform such additional duties as may be prescribed from time to time by the Board.

(c) Secretary/Treasurer. The Secretary/Treasurer shall have charge of the records and correspondence of the College under the direction of the President. He or she shall approve true minutes of all meetings of the Board. The Secretary/Treasurer shall keep account of all moneys, credits and property of the College which shall come into Executive Office and keep an accurate account of all moneys received and discharged. Except as otherwise ordered by the Board, he or she shall keep account of all the funds and securities of the College and shall monitor the deposits in such banks or depositories as the Board shall designate. He or she shall monitor the Executive Offices books of account and other books showing at all times the amount of the funds and other property belonging to the College, all of which books shall be open at all times to the inspection of the Board. He or she shall also submit a report of the accounts and financial condition of the College at each face to face meeting of the Board. The Treasurer shall, under the direction of the Board, disburse all moneys and sign all checks over the amount of \$3000.00 or that are payable to the current management company. He or she shall also make such transfers and alterations in the securities of the College as may be ordered by the Board. In general, the Secretary/Treasurer shall perform all the duties incident to the office of treasurer, subject to the Board, and shall perform such additional duties as may be prescribed from time to time by the Board. The Secretary/Treasurer shall give bond only as required by the Board. In case of absence or disability of the Treasurer, the Board may appoint an assistant treasurer to perform the duties of the treasurer during such absence or disability.

5.4 Vacancies

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Whenever a vacancy shall occur in any general office of the College, such vacancy shall be filled by the Board by the election of a new officer who shall hold office until completion of the unexpired term and his/her successor is elected and qualifies.

ARTICLE VI

APPOINTIVE OFFICERS AND AGENTS

The Board of Regents may appoint such officers and agents in addition to those provided for in Article V, as may be deemed necessary, who shall have such authority and perform such duties as shall from time to time be prescribed by the Board. All appointive officers and agents shall hold their respective offices or positions at the pleasure of the Board, and may be removed from office or discharged at any time with or without cause; provided that removal without cause shall not prejudice the contract rights, if any, of such officers and agents. Acting as agent, the board may designate an individual or organization to act in its behalf for carrying out routine administrative duties including an "Executive Director". Such duties may include but is not limited to organizing and facilitating meetings, assisting the treasurer in fulfilling his or her duties, issuing of checks on behalf of the College up to a maximum amount designated by the Board, maintaining the financial records of the College, administering the certification examination and other duties as the Board assigns.

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ARTICLE VII

COMMITTEES

7.1 Committees of Regents

The Board of Regents, by resolution adopted by a majority of the Regents in office, may designate and appoint one or more committees, each of which shall consist of one Regent as the committee liaison, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Regents in the management of the College, except that no such committee shall have the authority of the Board of Regents in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any Regent or officer of the College; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the College; authorizing the voluntary dissolution of the College or revoking proceedings therefor; adopting a plan for the distribution of the assets of the College; or amending, altering or repealing any resolution of the Board of Regents which by its terms provides that it shall not be amended, altered or repealed by the committee. The designation and appointment of any such committee and the delegation thereof of authority shall not operate to relieve the Board of Regents, or any individual Regent, of any responsibility imposed upon the Board or a Regent by law.

7.2 Past Presidents Council

The Past Presidents Council (PPC) represents the legacy and professional reputation of the ACHA, provides a continuity of leadership and provides strategic advice to the ACHA Board. The Chair shall be the immediate Past President and is responsible for communication between the Board and the Council. Chair shall serve for one year.

7.3 Other Committees

Other committees not having and exercising the authority of the Board of Regents in the management of the College may be appointed in such manner as may be designated by a resolution adopted by a majority of the Regents present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be certificate holders in the College, and the President of the College shall appoint the members thereof. Any members thereof may be removed by the President or persons authorized to appoint such member whenever in their judgment the best interests of the College shall be served by such removal.

7.4 Committee Term of Office

Each member of a committee shall continue as such until member's successor is appointed, the committee is terminated, the member has been removed from such committee, or such member shall cease to qualify as a member thereof.

7.5 Committee Chair

One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof.

7.6 Committee Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.7 Committee Quorum

Unless otherwise provided in the resolution of the Board of Regents designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

7.8 Committee Rules

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Regents.

7.9 Committees

Among other committees, the Board of Regents shall establish by resolution an examination committee, a certification committee, a fellowship committee, and an ethics committee, each with the duties and responsibilities assigned to the committee by the Board of Regents.

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ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

8.1 Contracts

The Board of Regents may authorize any officer or officers, agent or agents of the College, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the College, and such authority may be general or confined to special instances.

8.2 Checks, Drafts, etc.

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the College, shall be signed by The Executive Director. All such instruments valued at \$3,000.00 or more shall require the signature of Secretary/Treasurer.

8.3 Deposits

All funds of the College shall be deposited from time to time to the credit of the College in such banks, trust companies or other depositories as the Board of Regents may select.

8.4 Gifts

The Board of Regents may accept on behalf of the College any contribution, gift, bequest or devise for the general purpose or for any special purpose of the College.

8.5 Endowment

The Board of Regents may authorize the Treasurer to charter an Endowment Fund for the purpose of supporting the mission of the College.

ARTICLE IX

CERTIFICATES OF CERTIFICATION

9.1 Certificates of Certification

The Board of Regents shall provide for the issuance of certificates as evidence of passing the ACHA Board Certification as a healthcare architect, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice President and shall be sealed with the seal of the College. The name and address of each certification and the date of issuance of the certificate shall be entered on the records of the College. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Regents may determine.

9.2 Issuance of Certificates

When a certificate holder has paid any initial dues that may then be required, a certificate of certification may be issued in the certificate holders name and delivered to him or her by mail.

ARTICLE X

BOOKS AND RECORDS

10.1 Accounts and Minutes

The College shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its certificate holders, Board of Regents and committees having any of the authority of the Board of Regents, and shall keep at its registered or principal office a record giving the names and addresses of those entitled to vote. All books and records of the College may be inspected by any certificate holder, or his or her agent or attorney, for any proper purpose at any reasonable time.

10.2 Roster

The Executive Office shall keep, or cause to be kept, a true roster of all ACHA Board Certified healthcare architects in all classes of certification of the College. The roster shall be made available for inspection by any certificate holder or his or her agent at any reasonable time. The roster shall be available to the general public for the purpose of verifying the ACHA Board Certification status of any certificate holder.

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ARTICLE XI

FISCAL YEAR

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

ARTICLE XII

DUES AND FEES

12.1 Annual Dues

The Board of Regents may determine from time to time the amount of initial dues, if any, and annual dues payable to the College by individuals in each class.

12.2 Payment of Dues and Continuing Education Documentation

Dues and continuing education documentation shall be required March 31 of each fiscal year. Dues of a new certificate holder shall be prorated from the first day of the month in which such new certificate holder is elected for the remainder of the fiscal year of the College.

12.3 Default and Termination of Certification

When any member of any class shall be in default in the payment of dues and continuing education documentation for a period of -six (6) months from the date dues are payable, his or her certificate will thereupon be terminated by the Board of Regents in the manner provided in Article II of these bylaws.

12.4 Fees

The Board of Regents may determine from time to time the amounts of fees, if any, payable to the College for applications, examinations and such other services as the Board of Regents shall choose.

ARTICLE XIII

SEAL

The Board of regents shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the College and the words "Corporate Seal American College of Healthcare Architects."

ARTICLE XIV

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Kansas domestic non-profit or under the provisions of the articles of incorporation or the bylaws of the College, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV

AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Regents present at any regular meeting or at any special meeting, if a quorum of the Board is present and at least two days' notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.