

ARTICLE II. OFFICERS

Section I. COMPOSITION

The officers of the Council shall consist of the President, Immediate Past President, President-elect, Treasurer, Secretary, and Executive Vice President.

Section II. DUTIES

(a) PRESIDENT

The President shall be the principal elected official of the Council and shall be so recognized at all Council programs and activities. The President shall oversee the advancement of the organization's mission, vision, and strategic plan and serves as Chair of the Board of Directors. With the approval of the Board of Directors, the President shall appoint all committee chairs and non-elected network chairs. The President shall appoint additional committees as needed. Except as otherwise provided, he/she shall fill vacancies by appointment. At Board meetings, he/she shall vote only in case of a tie.

(b) IMMEDIATE PAST PRESIDENT

The Immediate Past President shall be a voting member of the Board of Directors. He/she shall also serve as the Chair of the Committee on Nominations. In the absence of both the President and the President-elect, he/she shall serve as the Chair of the Board of Directors.

(c) PRESIDENT-ELECT

The President-elect shall perform the duties of the President when the President is unable to do so. He/she shall be a voting member of the Board of Directors and serve as its Vice-Chair. He/she shall review and update the strategic plan and plan the annual leadership retreat to further the advancement of ICHP. He/she shall assume other duties as directed by the President.

(d) TREASURER

The Treasurer shall serve as the custodian of the Council's funds. He/she shall review the investment and disbursement of Council funds and receipts of all monies at the discretion of the Board of Directors. The Treasurer shall be a voting member of the Board of Directors and shall serve as the Chair of the Committee on Finance. He/she shall present a report and financial statement to the Board of Directors at each meeting and as requested.

(e) SECRETARY

The Secretary shall be a voting member of the Board of Directors. He/she shall record and maintain minutes of meetings of the Board of Directors and Executive Committee. Board of Directors' meeting minutes shall be distributed to board members prior to the next Board of Directors meeting.

(f) EXECUTIVE VICE PRESIDENT

1. The Executive Vice President serves as the chief executive officer of the Council and shall be chosen by the Board of Directors.
2. The Executive Vice President shall be responsible for administration of the Council; direction of all operations, programs, and activities of the Council; and hiring, firing, and the compensation and benefits of staff, subject to establishment of general salary and benefit policies by the Board of Directors. A detailed description of the duties of the Executive Vice President can be found in the job description of Executive Vice President in the Council's Policy and Procedure Manual. The Executive Vice President shall, at all times, carry out the policy aims and programs as generally determined by the Board of Directors.
3. The Executive Vice President shall maintain an accurate record of the meetings of the Board of Directors and such other activities of the Council as the Board of Directors may direct. The Executive Vice President shall give all notices required by law. The Executive Vice President shall have authority to affix the corporate seal to any document requiring it and attest thereto by his or her signature.
4. The Executive Vice President shall be a voting member of the Board of Directors of the Council and shall, by virtue of the office, be an ex-officio member of all divisions, committees and component groups of the Board of Directors; and any other committee or component group established by the Board of Directors.
5. The Executive Vice President shall be chosen by and serve at the will of the Board of Directors. On behalf of the Council, the Board of Directors shall enter into a contract with the Executive Vice President with such terms and for such fixed period as the Board of Directors deems reasonable and in the best interest of the Council. Failure of a person to continue in the office of Executive Vice President will not affect contract rights, except as the terms of the contract may so provide.
6. The Executive Vice President may execute, on behalf of the Council, contracts, leases, debt obligations, and all other forms of agreements.

Section III. VACANCIES

If the President becomes unable to perform the duties of his/her office, the President-elect shall succeed to the office of President. If both the President and the President-elect

become unable to perform the duties of their offices, the Board of Directors will appoint an individual to assume the role of President to serve for the balance of the unexpired term. In addition, the Board of Directors will appoint an individual to assume the role of the President-elect to serve until the next Annual Meeting of the Council. If the Secretary or the Treasurer becomes unable to perform the duties of his/her office, the Board of Directors will appoint an individual to serve until the next Official Election.

At the next Annual Meeting of the Council, the Committee on Nominations shall present a slate of candidates to serve in the vacated office. If less than half of the individual's term has expired, the elected candidate will serve the remaining one-year term of office; otherwise the election will be for the remainder of the term.

If the Executive Vice President becomes unable to perform the duties of his or her office, the Board of Directors is empowered to fill the vacancy.

Section IV. ANNUAL REPORT

Each officer shall prepare an annual report covering the period between annual meetings of ICHP which shall record all pertinent activities of their office. This report shall be available to the ICHP membership at the Annual Meeting.