

1 **BYLAWS**
2 **OF**
3 **AMERICAN SOCIETY FOR MOHS HISTOTECHNOLOGY**
4

5 These Bylaws have been created a not-for-profit corporation under the provisions and subject to
6 the requirements of the Illinois General Not-For-Profit Corporation Act of 1986, as amended.

7 **ARTICLE I – NAME**

8 SECTION 1 – NAME

9 The name of the corporation is American Society for Mohs Histotechnology, hereinafter
10 sometimes referred to as the "Society" or "ASMH". The Society has been formed as an ancillary
11 society to the American College of Mohs Surgery ("ACMS")

12 SECTION 2 – PRINCIPAL AND BUSINESS OFFICES

13 The Society may have such principal and other business offices as the Board of Directors may
14 designate. The current principal offices are located at 555 East Wells Street, Suite 1100,
15 Milwaukee, Wisconsin 53202.

16 SECTION 3 – REGISTERED AGENT

17 The Society shall maintain a registered agent as required by the Illinois Not For Profit
18 Corporation Act of 1986, as amended, 85 ILCS 105 (the "Illinois Not For Profit Corporation
19 Act"), whose address may be, but need not be, identical with the principal office of the Society.
20 The name and address of the registered agent may be changed from time to time by the Board of
21 Directors.

22 SECTION 4 – RECORDS

23 The Board of Directors may keep the books of the Society in such place or places as they may
24 from time to time determine in accordance with the Illinois Not For Profit Corporation Act.

25 **ARTICLE II – PURPOSES AND POWERS**

26 SECTION 1 – PURPOSES

27 The Society is organized under and shall operate as an Illinois not-for-profit corporation, and
28 shall have such powers as are now or as may hereafter be granted by the Illinois General Not-
29 For-Profit Corporation Act. The purposes for which the Society is organized are exclusively
30 scientific, educational and charitable, as those terms are defined in Section 501(c)(3) of the
31 Internal Revenue Code of 1986, as amended, in the field of Mohs histotechnology, as more fully
32 described in the Society's Articles of Incorporation.

33 SECTION 2 – POWERS

34 The Society shall have and be permitted to exercise all powers, rights and privileges as are
35 authorized by the Illinois Not For Profit Corporation Act and which are not inconsistent with its
36 status as a corporation organized and operated pursuant to Section 501(c)(3) of the Code.

37 SECTION 3 – FUNDS

38 The Society may seek gifts, contributions, donations, and bequests for the purposes of the
39 Society and all funds received by the Society shall be dedicated to and invested solely for such
40 purposes. The Board of Directors may establish guidelines for the acceptance or refusal of gifts,
41 contributions, donations, or bequests and the disbursement of funds by the Society in such
42 manner as may, in the judgment of the Board of Directors, be consistent with the purposes of the
43 Society. Donors may contribute to the Society by delivering calls to the Society, making checks
44 payable to the Society, endorsing securities to the order of Society, naming the Society in deeds
45 or other instruments of title, or by otherwise naming or identifying the Society in an instrument
46 of transfer or conveyance at the time of contribution.

47 SECTION 4 – NONDISCRIMINATION

48 In the pursuit of its purposes and the exercise of its powers, the Society shall make its services
49 and activities available to the community that it serves regardless of race, color, creed, gender,
50 sexual orientation or national origin.

51 **ARTICLE III – GOALS**

52 In furtherance of its purposes, the Society shall endeavor to achieve the following goals:

- 53
- 54 A. Provide an interchange of ideas pertinent to histotechnology as it relates to Mohs
55 micrographic surgery, hereinafter sometimes referred to as "Mohs histotechnology;"
56
- 57 B. Advance professional growth, standards, knowledge and performance in Mohs
58 histotechnology through continuing and formal educational programs;
59
- 60 C. Create mutual understanding and cooperation between the members of the ACMS, other
61 allied professionals and professional organizations and the public;
62
- 63 D. Safeguard the standards of histotechnology for processing micrographic surgery
64 specimens; and
65
- 66 E. Encourage research in the field of Mohs histotechnology.

67 **ARTICLE IV – MEMBERSHIP**

68 SECTION 1 – MEMBERSHIP CLASSIFICATION

69 Membership in the Society shall be open to any person who is a member of the ACMS or is
70 performing Mohs histotechnology services under the supervision or auspices of an ACMS
71 member. Membership classes are as follows:
72

- 73 A. Charter Member: Individuals accepted to membership prior to January 1, 1995.
74
- 75 B. Active Member: Individuals who are actively engaged in Mohs histotechnology as
76 evidenced by either being an ACMS member of any class or engaging in Mohs
77 histotechnology with an ACMS member of any class or an entity engaged in Mohs

78 histotechnology, regardless of location shall be eligible for membership in the Active
79 member class.

- 80
- 81 C. Honorary Member: Individuals recognized for their outstanding contributions to the field
82 of Mohs histotechnology as determined by the board of directors of the Society.
83
- 84 D. Associate Member: Any individual who, while an Active member of the Society, ceases
85 to be engaged in Mohs histotechnology (and as such is no longer eligible for Active
86 member status) may request reclassification for membership in the Associate Member
87 class. Such reclassification is valid for a maximum of two (2) years after initial approval
88 by the Board of Directors. Reinstatement in this class after the initial two (2) year period
89 is available one (1) time only in the discretion of the Board of Directors for good reason.
90 After the two (2) or four (4) year period, such individual must request reinstatement as an
91 Active Member, if eligible, or membership is terminated.
92
- 93 E. Affiliate Member: Individuals who are not eligible for the Active or Associate class of
94 membership but whose principal livelihood is selling technical supplies and/or technical
95 services, materials, or consulting services to laboratories shall be eligible for membership
96 in the Affiliate member class. Affiliate members may attend scientific and social
97 activities of the Society and receive publications as determined by the Board. Affiliates
98 shall agree to be bound by the Code of Ethics of the Society and to comply with the
99 Articles and Bylaws of the Society as they may be applicable to Affiliates.
100
- 101 F. Life Member: Active or Charter member who (1) has reached sixty-five (65) years of age
102 and has been a member of the Society in good standing for at least twenty (20) years
103 prior to application for Life membership or (2) who has retired from the practice of Mohs
104 histotechnology or become disabled (and therefore unable to practice Mohs
105 histotechnology) and has been an Active or Charter member of the Society for at least
106 three (3) years prior to such retirement or disability and at the time of request, shall be
107 eligible for Life membership. Life members shall have all the rights and privileges of the
108 classification of membership they held prior to being elected to this classification,
109 including the right to vote on matters submitted to a vote of members of the Society,
110 except they shall not be able to serve as an officer or director of the Society.

111 SECTION 3 – PRIVILEGES

112 A member of this Society, whose dues are paid in full for the current year (January 1 - December
113 31) and is not under suspension, shall be considered a member in good standing. Only Active
114 and Charter Members shall be entitled to vote, hold office, or serve on the Board or Directors or
115 a committee of the Society. Members of any class may attend scientific and social activities of
116 the Society and receive publications as determined by the Board. All members regardless of class
117 shall, by virtue of such membership, agree to be bound by the Code of Ethics of the Society and
118 to comply with the Articles and Bylaws of the Society as they may be applicable to members of
119 such class. Membership is not transferable or assignable.

120 SECTION 4 – TERMINATION

121 Membership in any class is automatically terminated:

- 122 • Failure to pay dues as outlined in Article 5 Section 3;

- 123 • Failure to fulfill the requirements for such class of membership; or
- 124 • With good cause by the Board of Directors.

125
126 Terminated members may re-apply for membership in any class, subject to eligibility
127 requirements. A terminated Charter member may re-apply as an Active member subject to
128 eligibility requirements; Charter member status, once lost, may not be reacquired.

129 SECTION 5 – LIMITATIONS

130 No person may hold more than one class of membership in the Society at any time.

131 **ARTICLE V – DUES**

132 Annual membership dues shall be determined by the Board from time to time in its discretion.
133 Honorary and Life members shall not be required to pay dues.

134 **ARTICLE VI – OFFICERS**

135 SECTION 1 – TITLE

136 The officers of this Society shall be a President, Vice-President, Secretary-Treasurer, Immediate
137 Past President, and a representative of ACMS (the “ACMS representative”) appointed by the
138 board of directors of ASMH whose duties and powers shall only be advisory, the term of the
139 ACMS Representative to be two (2) years, which term shall be renewable once. Any other such
140 officers as may be elected in accordance with the provisions of these Bylaws.

141 SECTION 2 – QUALIFICATIONS

142 Only those members eligible to vote (i.e., Charter and Active members) who have been in good
143 standing for two (2) or more consecutive years shall be eligible to serve as officers or on the
144 board of directors. Candidates for the office of Vice President must have served at least one full
145 term on the Board of Directors prior to election.

146 SECTION 3 – TENURE, SUCCESSION, AND ELECTION

147 A. Terms of Office: The term of office for President, Vice-President, Secretary-Treasurer,
148 and Immediate Past President shall be two (2) year or until their successor(s) are duly
149 elected and qualified, commencing immediately after the conclusion of the annual
150 meeting of members held in the year of succession or election, as the case may be. Such
151 terms shall be nonrenewable. The terms office of the ACMS Representative and the
152 Secretary-Treasurer shall be staggered so that the ACMS representative is appointed in a
153 year alternating with the year in which the term of the Secretary-Treasurer expires.

154 B. Succession: The President shall, barring resignation, death, disqualification, or removal
155 as provided in a manner consistent with these Bylaws, upon expiration of his/her term of
156 office, automatically succeed to the office of Immediate Past President. The Vice-
157 President shall, barring resignation, death, disqualification, or removal as provided in a
158 manner consistent with these Bylaws, upon expiration of his/her term of office,
159 automatically succeed to the office of President. No officer may be subsequently elected

160 to the same office. Election or appointment as an officer shall not itself create contract
161 rights.

162 C. Nomination and Election of Vice-President: The nomination and election procedure for
163 the office of Vice President shall be as set forth under Article VI, Section 5. below.

164 SECTION 4 – DUTIES

165 The President, Vice-President, Secretary-Treasurer, and Immediate Past President shall serve
166 concurrently as voting members of the Board and the general membership.

167 No officer may enter into contractual commitments or otherwise commit or obligate the Society
168 to the expenditure of funds without prior authorization of the Board of Directors or otherwise
169 pursuant to such procedures as may be established by the Board of Directors from time to time.
170
171

172 A. President: The President shall preside at meetings of the Society and of the Board of
173 Directors; shall also communicate to the members and to the Board of Directors from
174 time to time regarding such matters and make such recommendations as may in his/her
175 opinion tend to promote the prosperity and welfare of the Society and shall perform such
176 other duties as are necessarily incident to the office of the President. The President of the
177 Society or his/her designee shall be the official spokesperson of the Society; shall be an
178 ex-officio advisory member of all committees and task forces except the Nominating and
179 Judicial Committees; shall perform all duties and exercise all powers which are by law or
180 customary parliamentary practice incident to the office of President and such other duties
181 and powers as may be determined by the Board of Directors.
182

183 B. Vice President: In case of death, disqualification, removal, resignation or absence of the
184 President, or of his/her inability from any cause to act, the Vice President shall perform
185 the duties of the office of President. Except as otherwise provided herein, the Vice
186 President shall, prior to succeeding to the office of President, be entitled to make
187 appointments to committees and task forces and to appoint chairs thereof for terms of
188 appointment to take effect at or after taking office as President and which terms may
189 exceed the Vice President's term in office as President to the extent consistent with any
190 then established procedures for such committees and/or task forces. The Vice President
191 shall also perform the duties and exercise the powers which are by law or customary
192 parliamentary practice incident to the office of Vice President and such other duties and
193 powers as may be determined by the Board of Directors or the President.
194

195 C. Secretary-Treasurer: The Secretary-Treasurer shall perform the functions of secretary and
196 treasurer of the Society, and in this capacity, shall (1) keep minutes of all meetings of the
197 members and the Board of Directors; (2) see that all notices are duly given in accordance
198 with law and these Bylaws; (3) be the principal accounting and financial officer of the
199 Society and be responsible for the maintenance of adequate books of account for the
200 Society; (4) be responsible for the receipt and disbursement of the funds of the Society;
201 (5) provide for the maintenance and safekeeping of archives, including records or other
202 materials relating to the Society which may have substantial historical value; and shall in
203 general perform all duties and exercise all powers which are by law or customary

204 parliamentary practice incident to the office of Secretary or Treasurer and such other
205 duties and powers as may be determined by the Board of Directors or the President.

206 D. Immediate Past President: The Immediate Past President shall be available to the
207 President for counsel and assistance as needed.

208
209 E. ACMS Representative: The ACMS representative shall serve in a non-voting capacity on
210 the Society's board of directors and its Executive Committee. The duties and powers of
211 the ACMS Representative shall be advisory only. The ACMS Representative shall also
212 serve as the official intermediary between ASMH and ACMS.

213 SECTION 5 – SELECTION OF OFFICERS AND BOARD MEMBERS

214 Officers and Board members shall be chosen by the following procedures:

215 216 A. Nominations:

217
218 1. A Nominating Committee shall oversee and coordinate the process of nominating
219 the candidate for director and officer positions as described herein. The
220 Nominating Committee shall consist of the most recent Secretary-Treasurer not
221 currently serving (the "past Secretary-Treasurer") and two (2) to four (4) Charter
222 or Active members in good standing appointed by the Board of Directors who are
223 not then serving, and have not served within a period of two (2) years
224 immediately preceding such appointment, as an officer or director or on the
225 Nominating Committee. Each member of the Nominating Committee other than a
226 individual serving thereon because of his/her status as past Secretary-Treasurer
227 shall serve in such position for a term of three (3) years. No person shall serve
228 consecutive terms on the Nominating Committee. The chairperson of the
229 Nominating Committee shall be the individual serving as the past Secretary-
230 Treasurer. However, that the terms of committee members shall be staggered, so
231 that as equal a number as possible of the terms of members of the Nominating
232 Committee expire each year.

233
234 2. Any member in good standing may submit to the Nominating Committee
235 Chairperson the names of person(s) he or she wishes to propose for nomination
236 (including himself or herself) for a position for which an election is to be held. A
237 person so offered for nomination shall have been informed of this and expressed a
238 willingness to serve. If nominated, the nominees shall submit a letter of
239 acceptance to the Nominating Committee Chairperson at a time specified by the
240 committee.

241
242 3. The Nominating Committee shall present to the board of directors for its approval
243 at least one (1) candidate for each position office for which an election is to be
244 held

245
246 4. Neither the Nominating Committee Chairperson nor any Nominating Committee
247 member or immediate family members shall be a candidate for office.

248 249 B. Election procedures:

250

- 251 1. Officers (other than President, Immediate Past President, and the ACMS
252 Representative) and at-large directors shall be elected by secret mail or electronic
253 ballot.
254
- 255 2. The Nominating Committee shall present a slate of candidates in ballot form to
256 the general membership for election at a time specified by the Board of Directors,
257 but in any event not later than sixty-five (65) days before the annual meeting of
258 members for the year in which such election occurs. All ballots shall be mailed
259 first-class or sent by electronic mail/fax to the membership. The ballots must be
260 returned to the Secretary-Treasurer no later than forty-five (45) days before such
261 annual meeting of members for tally and the President shall announce the election
262 results at such annual meeting of members.
263
- 264 3. The candidate receiving a majority of votes for each position for which an
265 election is being held shall be elected to such position. In the event of a tie, the
266 board of directors shall break the tie by a majority vote.
267
- 268 4. Records of election results shall be kept by the Secretary-Treasurer.
269
- 270 5. Officers and at-large directors shall be installed during the annual meeting of
271 members at their election is announced as described above and assume such
272 positions at the close of such annual meeting.

273 SECTION 6 – TERM OF OFFICE

- 274 A. Officer Terms: See Article VI, Section 3.A.
275
276 B. Director Terms: See Article VII, Section 1.

277 SECTION 7 – RESIGNATION AND REMOVAL

278 In the event that a person serving as an officer or at-large director of the Society is removed or
279 resigns as a member of the Society, such person shall also be deemed removed or to have
280 resigned, as the case may be, as an officer of the Society. Any officer may resign at any time by
281 submitting a written resignation to the Secretary-Treasurer or the Society Executive Director.
282 Such resignation shall take effect when the notice of resignation is delivered, unless the notice
283 specifies a later effective date and the Society accepts the later effective date. Unless otherwise
284 specified in the notice of resignation, the acceptance of the resignation shall not be necessary to
285 make it effective.

286 SECTION 8 – VACANCIES

287 A vacancy in the office of President shall be filled by the Vice-President for the remainder of the
288 unexpired term and, upon the expiration of such term, he or she shall then also serve in such
289 office for the full term for which he/she was elected. In the event of simultaneous vacancies, the
290 Board shall elect, by majority vote, a President and Vice-President to fill the unexpired terms. In
291 selecting a member to fill a vacancy, the Board shall first consider the candidates from the slate
292 of nominees for the office in the preceding election. In the event of a vacancy in other elected
293 offices, the President may appoint, with Board approval, a qualified member to serve the
294 unexpired term.

295
296 In the event of a vacancy in the office of Immediate Past President, such office shall remain
297 vacant until such office is filled through the normal operation of the office succession process as
298 described in Article VI, Section 3.

299
300 In the event of a vacancy in the office of ACMS Representative, such office shall remain vacant
301 until such office is filled through the normal appointment as described in Article VI, Section 4.

302
303 Any actions required to be taken in order to fill a vacancy under this Section shall occur not later
304 than sixty (60) days after the occurrence of such vacancy.

305 **ARTICLE VII -- BOARD OF DIRECTORS**

306 SECTION 1 – MEMBERSHIP/TERMS

307 The number of directors shall be seven (7). The Board shall consist of the three (3) elected
308 officers, the Immediate Past President and three (3) at-large Directors. In addition, the ACMS
309 representative shall serve as an advisory, non-voting member of the board of directors. At-large
310 directors shall be elected for terms of three (3) years, such terms to be staggered so that one (1)
311 at-large director is elected each year. Terms of at-large directors shall be renewable once.

312 SECTION 2 – DUTIES AND POWERS

313 The Board of Directors shall have full responsibility for the management, direction and control
314 of the business, policies and affairs of the Society, subject only to the limitations set forth in the
315 Articles of Incorporation, these Bylaws, or by applicable law. .

316 SECTION 3 – MEETINGS

317 (a) Place of Meeting. The Board of Directors may hold its meetings at such place or
318 places within or without the State of Illinois as they may from time to time determine.

319
320 (b) Annual Board Meeting. The annual meeting of the Board of Directors for the
321 transaction of such business as shall be held at such other time and place as designated in the
322 notice of such meeting pursuant to Section 4, below.

323
324 (c) Regular Meetings. In addition to its annual meeting, the Board of Directors shall
325 hold such additional regularly scheduled meetings throughout the year as may be determined by
326 the Board of Directors.

327
328 (d) Special Meetings. Special Meetings of the Board of Directors may be scheduled
329 and convened at any time at the request of the President or by written petition signed by any five
330 (5) directors and delivered to the President and Secretary.

331 SECTION 4 – NOTICE

332 The president or the secretary shall give notice of each annual and special meeting by mailing or
333 transmitting by facsimile or other electronic transmission the notice at least forty-eight (48)
334 hours before any meeting of the Board of Directors to each director. Such meetings may be
335 scheduled during any prior regularly scheduled meeting. Such notice may be waived by any

336 director. The business to be transacted and the purpose of any annual or special meeting of the
337 Board of Directors need not to be specified in the notice or waiver of notice of such meeting
338 unless required by these Bylaws or applicable law. At any meeting attended by all of the
339 directors, any business may be transacted, notwithstanding the lack of due notice of such
340 meeting. If notice be given by mail, such notice shall be deemed to be delivered by the day
341 following the day such notice is deposited in the United States mail. If notice be given by
342 electronic mail, such notice shall be deemed to be delivered when the electronic mail is sent.

343 SECTION 5 – QUORUM AND MANNER OF ACTING

344 At any meeting of the board of directors, a majority of the directors then in office (not including
345 any advisory members) shall constitute a quorum for the transaction of business at any meeting
346 of the board of directors. If the number of directors necessary to constitute a quorum shall fail to
347 attend at the time and place fixed for an annual or special meeting of the board of directors, the
348 directors in attendance may adjourn from time to time without notice or other announcement at
349 the meeting unless the requisite number of directors to constitute a quorum shall attend. The
350 directors present at a duly organized meeting may continue to transact business until
351 adjournment, notwithstanding the withdrawal during the meeting of that number of directors
352 whose absence would cause less than a quorum. The act of a majority of the directors present at a
353 meeting at which a quorum is present shall be the act of the board of directors except where
354 otherwise provided by these bylaws or by applicable law.

355 SECTION 6 – MEETING ATTENDANCE

356 Board members are required to attend all meetings of the Board of Directors. Excused absences will
357 be tolerated on a limited basis at the discretion of the President. In the event of three (3) consecutive
358 absences, the member will automatically be considered resigned and the position will be filled as
359 directed in Article VII Section 12, unless otherwise determined by the President.

360 SECTION 7 – INFORMAL ACTION BY DIRECTORS

361 Any action required to be taken at a meeting of the board of directors, or any other action which
362 may be taken at a meeting of the board of directors or a committee thereof, may be taken without
363 a meeting if a consent in writing or electronic, setting forth the action so taken, shall be approved
364 in writing or electronic by all of the directors and all of any non-director committee members
365 entitled to vote with respect to the subject matter thereof, or by all the members of such
366 committee, as the case may be. Such written or electronic consents shall be evidenced by one or
367 more written or electronic approvals, each of which sets forth the actions taken and provides a
368 written or electronic record of approval, and shall be filed with the minutes of the Society.

369 SECTION 8 – COMPENSATION

370 No director, officer, committee member or any other private individual shall receive at any time
371 any of the net earnings or pecuniary profit from the operations of the society; provided that this
372 provision shall not prevent the payment to any such person of such reasonable compensation for
373 services rendered to or for the society in effecting any of its purposes. No such person or
374 persons shall be entitled to share in the distribution of any of the corporate assets upon the
375 dissolution of the society. Notwithstanding the foregoing, no executive committee member,
376 director, officer or committee member shall receive compensation from the society for serving in

377 such capacity; provided, however, the society may reimburse expenses of such persons in
378 attending meetings and conducting other activities on behalf of the Society.

379 SECTION 9 – ATTENDANCE BY COMMUNICATIONS EQUIPMENT

380 Unless specifically prohibited by the Articles of Incorporation, members of the Board of
381 Directors or of any committee of the Board of Directors may participate in and act at any
382 meeting of such Board or committee through the use of a conference telephone or other
383 communications equipment by means of which all persons participating in the meeting can hear
384 each other simultaneously. Such meeting shall constitute attendance and presence in person at
385 the meeting of the person or persons so participating.

386 SECTION 10 – CONDUCT OF MEETINGS

387 The President, or in his/her absence, the Vice President, or in his/her absence, the
388 Secretary/Treasurer, or in his/her absence, any director chosen by the Board of Directors present,
389 shall call the Board of Directors meeting to order and shall preside. Vacancies occurring among
390 the Board Committee Chairpersons shall be filled by the President.

391 SECTION 11 – TERM OF OFFICE

392 Each a-large director shall serve a term of three (3) consecutive years, beginning at the close of
393 business of the annual meeting of members following his/her election, which terms shall be
394 renewable once. Terms of at-large directors shall be staggered so that the terms of an equal
395 number of at-large directors expires each year.

396 SECTION 12 – REMOVAL; RESIGNATION; FILLING OF VACANCIES

397 A director may be removed from office for good cause by majority vote of the members. A
398 director may resign at any time by delivering his or her resignation to the Board of Directors. In
399 the event that a person serving as a director is removed or resigns as an officer of the Society,
400 such person shall also be deemed removed or to have resigned, as the case may be, as a director.
401 In the case of any vacancy in any at-large director position, the President shall promptly
402 recommend to the Board of Directors a candidate for appointment as a successor at-large director
403 to hold office for the unexpired portion of the term of the vacating at-large director and the
404 Board of Directors shall vote on approval of such appointment within the time required under
405 this Section 12.

406
407 Any appointment to fill any vacancy in an at-large director position under this Section 12 shall
408 be made not later than sixty (60) days after the occurrence of such vacancy.

409 SECTION 13 – EXECUTIVE DIRECTOR

410 The Board of Directors may elect to hire a paid independent association management company
411 to carry out policies and administrative duties set by the Board of Directors, for conducting the
412 daily affairs of the Society and for the employment of all other paid Society personnel, including
413 a Executive Director for the Society to have general charge of the day-to-day operations and
414 management of the Society. Such Executive Director may sign in the name of or on behalf of
415 the Society any contract or agreement authorized by the Board of Directors and shall do and
416 perform such additional duties as may be assigned by the Board of Directors and/or otherwise

417 expressed in a management agreement. The Executive Director shall be entitled to attend and
418 participate in meetings of the Board of Directors, the Executive Committee, and any other
419 authorized body of the Society as the Board may deem necessary or appropriate, in a non-voting,
420 advisory capacity.

421 SECTION 14 – COMMITTEES

422 A. Standing Committees

423

424 The Board of Directors shall provide in the Administrative Regulations of the Society for such
425 standing committees as it may deem appropriate to implement the purposes of the Society. The
426 purposes, duties, power, composition and appointment of all standing committees shall be
427 established in the Administrative Regulations of the Society.

428

429 B. Executive Committee

430

431 The Executive Committee shall consist of the President, Vice-President, Secretary/Treasurer, and
432 the Immediate Past President. The ACMS Representative shall be a non-voting, advisory
433 member of the Executive Committee. The Executive Committee shall have the power to act for
434 the benefit of the Society until such time that the Board can ratify their decisions. The Executive
435 Committee may need to respond to emergency circumstances.

436

437 C. Special Committees

438

439 The Board of Directors may from time to time establish such special committees as it may deem
440 appropriate for the conduct of the affairs of the Society. The purposes, duties, powers,
441 composition and appointment of all special committees shall be determined by the Board of
442 Directors, but the structure and operation of all special committees shall be consistent with the
443 purposes of the Society and integrated with the structure and operation of the standing
444 committees of the Society.

445

446 D. Termination

447

448 Notwithstanding any other provision of these Bylaws or the Administrative Regulations of the
449 Society, a new standing committee may be created or any standing committee may be
450 terminated, by action of the Board of Directors. Any special committee may be terminated by
451 action of the Board of Directors at any meeting.

452 SECTION 15 – BONDING

453 The Board of Directors may require, by resolution, any and all of the officers and any other
454 designated members to be bonded with sufficient surety.

455 **ARTICLE VIII – MEMBER MEETINGS**

456 SECTION 1 – ANNUAL MEETING

457 The regular meeting of the membership shall be known as the Annual Meeting and shall be held
458 concurrently with other activities authorized by this Society, time and place of which shall be
459 determined by the Board of Directors.

460 SECTION 2 – SPECIAL MEETING

461 Special meetings of the members may be called either by the President, the Board of Directors,
462 or by not less than one-half (1/2) of the members having voting rights.

463 SECTION 3 – NOTICE OF MEETING

464 Written notice stating the place (which may be within or without the state of Illinois), day and
465 hour of any meeting of members shall be signed by the President or Secretary and shall be
466 delivered either personally or by first class U.S. mail or by electronic transmission, to each
467 member entitled to vote at such meeting, not less than five (5) days nor more than fifty (50) days
468 before the date of such meeting. In case of a special meeting or when otherwise required by the
469 Illinois Not For Profit Corporation Act or by these Bylaws, such notice shall also include the
470 purpose or purposes for which the meeting is called. In the case of a special meeting, no
471 business other than that specified in the notice of such meeting shall be transacted at any such
472 meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in
473 the United States mail addressed to the member at his or her address as it appears on the records
474 of the Society, with postage thereon prepaid.

475 SECTION 4 – ACTION BY MEMBERS WITHOUT A MEETING

476 A. Action by Written Ballot.

477
478 Any action that may be taken at a meeting of the members may be taken if the Society delivers a
479 written ballot, by U.S. Mail or electronic transmission, to every member entitled to vote on the
480 matter. Such written ballot shall set forth each proposed action and provide an opportunity to
481 vote for or against each proposed action. Approval by written ballot under this section shall be
482 valid only when the number of votes cast by ballot exceeds the quorum required to be present at
483 a meeting authorizing the action and the number of approvals equals or exceeds the number of
484 votes that would be required to approve the matter at a meeting at which the total number of
485 votes cast was the same as the number of votes cast by ballot. A solicitation for votes by written
486 ballot shall include all of the following:

- 487
- 488 (a) the number of responses required to meet the quorum requirements;
 - 489
 - 490 (b) the percentage of approvals necessary to approve each matter other than the
491 election of directors; and
 - 492
 - 493 (c) the time by which a ballot must be received by the Society in order to be counted.
 - 494

495 Voting must remain open for not less than five (5) days from the date that ballot is delivered;
496 provided, however, that in the case of removal of one or more directors, a merger, consolidation,
497 dissolution or sale, lease or exchange of assets, the voting must remain open for not less than 20
498 days from the date the ballot is delivered. Such informal action by members shall become
499 effective only if, at least five (5) days prior to the effective date of such informal action, a notice
500 in writing of the proposed action is delivered to all of the members entitled to vote.

501
502 A written ballot may not be revoked. For purposes of clarity, the term “written ballot” for
503 purposes of this Section includes a ballot transmitted or received by electronic mail or other
504 electronic means.

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B. Action by Written Consent.

Any action required to be taken at a meeting of the members of the Society, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

512 SECTION 5 – QUORUM AND MANNER OF ACTING

513 The members holding at least one-tenth (1/10) of the votes which may be cast at any meeting
514 shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members,
515 a majority of the members present may adjourn the meeting from time to time without further
516 notice. If a quorum is present, the affirmative vote of the majority of the members represented at
517 the meeting and entitled to vote on a matter shall be the act of the members, unless the vote of a
518 greater number is required by law, the Articles of Incorporation or these Bylaws.

519 SECTION 6 – PROXIES

520 At any meeting of members, a member entitled to vote may vote either in person or by proxy
521 executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be
522 valid after eleven months from the date of its execution unless otherwise provided in the proxy.

523 **ARTICLE IX – PARLIAMENTARY AUTHORITY**

524 The current edition of Sturgis Parliamentary Rules of Order, shall govern the proceedings of this
525 Society except when otherwise specified in these Bylaws.

526 **ARTICLE X – DISCIPLINARY ACTION**

527 The Board of Directors may establish from time to time such rules or policies with respect to the
528 ethical conduct of its members, directors, officers and committee members, including without
529 limitation, procedures and policies for dealing with conflicts of interest and the discipline in the
530 event of a breach of any such rules or policies.

531 **ARTICLE XI – AMENDMENTS**

532 Amendments to these Bylaws proposed amendment may be proposed by at least fifteen (15)
533 voting members in good standing and submitted in writing to the Board of Directors or by the
534 Board on its own motion. Any such proposed amendment submitted by members as described
535 above shall be considered by the Board of Directors at its next regularly scheduled meeting.
536 Upon considering such proposed amendment, the Board shall determine whether to recommend
537 such proposed amendment for approval by the voting members and if the Board does so
538 determine, the Secretary-Treasurer shall cause such proposed amendment to be submitted to the
539 voting members for a vote on approval together with the statement that the Board of Directors
540 recommends such approval., in which such proposed amendment shall be submitted to the voting
541 members for a vote on approval. The notice of the proposed amendment and a copy of the
542 proposed amendment shall be sent to the membership at least three (3) months prior the next
543 annual meeting of members. All members will be notified of any adopted amendments to the

544 Bylaws at the next annual meeting of members.. Each member of the Society shall have access to
545 a complete copy of the Bylaws and is charged with reviewing it regularly.

546 **ARTICLE XII – ADMINISTRATIVE REGULATIONS**

547 SECTION 1 – ESTABLISHMENT

548 The Board of Directors may from time to time establish a body of Administrative Regulations to
549 govern the organization and operation of important aspects of the affairs of the Society. Such
550 Administrative Regulations shall cover such matters as are specifically required by these Bylaws,
551 including the organization and operation of the committees and council structure of the Society,
552 procedures for hearings on denials of membership, procedures for the nomination and election of
553 officers and directors, the fiscal year of the Society, and such other important administrative
554 matters as the Board of Directors shall deem appropriate.

555 SECTION 2 – PUBLICATION

556 The Administrative Regulations adopted by the Board of Directors shall be available to any
557 member of the Society upon request.

558 SECTION 3 – AMENDMENT

559 The Administrative Regulations of the Society may be amended by the Board of Directors at any
560 meeting by a two-thirds (2/3) vote. Alternatively, the Administrative Regulations may be
561 amended by the membership at any membership meeting by a two-thirds (2/3) vote of the voting
562 members.

563 **ARTICLE XIII – OFFICE**

564 The Society shall have and continuously maintain in the State of Illinois a registered office and a
565 registered agent whose office shall be identical with such registered office, and may have such
566 other offices within or without the State of Illinois and such other registered agents as the Board
567 of Directors may from time to time determine.

568 **ARTICLE XIV – RULES**

569 No part of the net earnings of the Society shall inure to the benefit of any private individual,
570 except that the Society shall be authorized and empowered to pay reasonable compensation for
571 services rendered and to make payments and distributions in furtherance of the Society’s exempt
572 purposes.

573
574 Notwithstanding anything herein contained to the contrary, no action shall be required or
575 permitted to be taken under these Bylaws or by the officers or directors of the Society which
576 would not be permitted to be taken by an organization described in sections 501(c)(3) and
577 509(a)(2) of the Code or which would result in the imposition of federal tax under sections 4941
578 through 4945, inclusive, of the Code.

579
580 The Society shall distribute its income for each tax year at such time and in such manner so that
581 it will not become subject to the tax on undistributed income imposed by section 4942 of the

582 Code. Furthermore, during any period in which the corporation is a private foundation within
583 the meaning of Section 509(a), the Society will not:

- 584
- 585 (a) engage in any act of self-dealing as defined in section 4941(d) of the Code;
 - 586
 - 587 (b) retain any excess business holdings as defined in section 4943(c) of the Code;
 - 588
 - 589 (c) make any investments in a manner that would subject it to tax under section 4944
590 of the Code; or
 - 591
 - 592 (d) make any taxable expenditure as defined in section 4945(d) of the Code.
 - 593

594 No substantial part of the activities of the corporation shall consist of carrying on propaganda or
595 otherwise attempting to influence legislation, except as otherwise provided in subsection 501(h)
596 of the Code, and the corporation shall not participate or intervene in, including the publication or
597 distribution of statements, any political campaign on behalf of or in opposition to any candidate
598 for public office.

599

600 Upon dissolution of the corporation for any reason, the board of directors shall, after paying or
601 making provisions for the payment of the corporation's liabilities, if any, distribute the
602 corporation's net assets, to be distributed to one or more organizations organized and operated
603 exclusively for charitable or educational purposes as shall at the time qualify as an exempt
604 organization or organizations under § 501(c)(3) of the Code having interests and objectives
605 associated as closely as possible with those of the Corporation as the board of directors shall
606 determine provided said organizations are then described in § 170(b)(1)(A)(i) through (vi) of the
607 Code and have been in existence and so described for a continuous period of at least sixty (60)
608 calendar months. In no event shall any of such assets or property be distributed to any trustee or
609 officer, or any private individual. Notwithstanding any of the foregoing provisions of this
610 Article, the distribution of any assets of the corporation in liquidation shall be made in
611 accordance with the Illinois Not For Profit Corporation Act.

612 **ARTICLE XV – INDEMNIFICATION**

613 The Society shall, to the fullest extent provided by the Illinois Not For Profit Corporation Statute
614 and other applicable law, indemnify every director, officer, representative, employee or agent
615 who was or is a party or is threatened to be made a party to any threatened, pending or completed
616 action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an
617 action by or in the right of the Society) by reason of the fact that he or she is or was a director,
618 officer, representative, employee, agent, or committee or Council chair or member of the
619 Society from against expenses (including attorney's fees), judgments, fines and amounts paid in
620 settlement actually and reasonably incurred by him or her in connection with such action, suit or
621 proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in
622 or not opposed to the best interests of the Society, and, with respect to any criminal action or
623 proceeding, had no reasonable cause to believe his or her conduct was unlawful. The
624 termination of any action, suit or proceeding by judgment, order, settlement conviction, or upon
625 a plea of nolo contendere or its equivalent, shall not of itself, create a presumption that the
626 person did not act in good faith and in a manner which he/she reasonably believed to be in or not
627 opposed to the best interests of the Society, and with respect to any criminal action or
628 proceeding, had no reasonable cause to believe that his or her conduct was unlawful. This Article

629 will not apply in any proceeding in which the director, officer, employee, or agent is liable for
630 negligence or misconduct in the performance of his or her duties. Such rights of indemnification
631 will not be exclusive of any other rights to which such director, officer, or employee may be
632 entitled apart from this provision. The Society shall have power to purchase and maintain, at the
633 Society's expense, insurance on behalf of the Society and on behalf of any director, officer,
634 employee, agent, or other person to the extent that power has been or may be granted by statute.
635 The Society shall have the power to give other indemnification to the extent permitted by law.

636 **ARTICLE XVI – CONTRACTS AND OTHER DOCUMENTS**

637 18.1 The Board of Directors, except to the extent otherwise required by applicable law,
638 the Articles of Incorporation, or these Bylaws, may authorize any officer or officers of the
639 Society in addition to the President, to enter into any contract or execute and deliver any
640 instrument, note, evidence of debt, loan or documents in the name of and on behalf of the Society
641 and such authority may be general or confined to specific instances. Any such contract,
642 instrument, evidence of debt, note, loan or other document shall be signed by the President and
643 the Treasurer, unless otherwise authorized by the Board of Directors.
644

645 18.2 Unless authorized by a specific resolution of the Board of Directors, no contract,
646 loan, mortgage or other agreement, instrument or document shall be executed by any officer of
647 the Society on behalf of the Society without the express approval of the Executive Committee
648 adopted in accordance with these Bylaws.
649

650 18.3 Checks, Drafts, Etc. All checks, and drafts, or other orders for the payment of
651 money issued in the name of the Corporation shall be authorized by the Secretary-Treasurer or
652 President of Society, or the Executive Director, as delegated by resolution of the Board of
653 Directors.
654

655 18.4 Deposits. All funds of the Society shall be deposited to the credit of the Society
656 in such banks, trust companies or other depositories or shall be otherwise entrusted as the
657 Secretary-Treasurer may from time to time recommend, subject to the approval of the Board of
658 Directors.

659 **ARTICLE XVII – FORCE AND EFFECT**

660 These Bylaws are subject to the provisions of the Illinois Not For Profit Corporation Act and
661 any amendments, replacements or supplements thereto and the Articles of Incorporation as they
662 may be amended from time to time. If any provision in these Bylaws is inconsistent with a
663 provision in Illinois Not For Profit Corporation or the Articles of Incorporation, the provisions of
664 Illinois Not For Profit Corporation shall control over these Bylaws and the Articles of
665 Incorporation shall control over these Bylaws to the extent of any inconsistency.

666 **ARTICLE XVIII – MISCELLANEOUS**

667 SECTION 1 – FISCAL YEAR

668 The fiscal year of the Society shall be the calendar year unless and until the Board of Directors
669 determines otherwise.

670 SECTION 2 – CORPORATE SEAL

671 The Society shall have no seal.

672 SECTION 3 – TRADEMARKS

673 No member may use the Society’s name or trademarks for personal, commercial purposes or
674 funding purposes without prior approval of the Board of Directors.

675 SECTION 4 – INTERPRETATION

676 In interpreting these Bylaws, whenever the context so requires, (a) the singular shall include the
677 plural and the plural shall include the singular, and (b) any gender shall include all genders.

678 SECTION 5 – DEFINITION OF “CODE”

679 All references in these Bylaws to sections of the "Code" shall be considered references to the
680 Internal Revenue Code of 1986, as from time to time amended, and to the corresponding
681 provisions subsequently enacted.

682 SECTION 6 – HEADINGS

683 The headings in these Bylaws are intended for convenience only and should not affect the
684 meaning or interpretation hereof.

685

686 ASMH Bylaws – Created 1995; Amended 8/1997; Revised 5/2010; Revised 1/2014