

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  
6 to 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 Act"),  
19 whose address may be, but need not be, identical with the principal office of the Society. The  
20 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  
43 the Society. Donors may contribute to the Society by delivering calls to the Society, making  
44 checks payable to the Society, endorsing securities to the order of Society, naming the Society  
45 in deeds or other instruments of title, or by otherwise naming or identifying the Society in an  
46 instrument 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 - OBJECTIVE**

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

53

54 To promote and advance the profession of Mohs Histotechnology through continued  
55 education, research, and commitment to the highest standards that directly impact patient  
56 care.

57

58 **ARTICLE IV – MEMBERSHIP**

59 SECTION 1 – MEMBERSHIP CLASSIFICATION

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

63

64 A. Charter Member: Individuals accepted to membership prior to January 1, 1995.

65

66 B. Active Member: Individuals who are actively engaged in Mohs histotechnology as  
67 evidenced by either being an ACMS member of any class or engaging in Mohs  
68 histotechnology with an ACMS member of any class or an entity engaged in Mohs  
69 histotechnology, regardless of location shall be eligible for membership in the Active  
70 member class.

71

- 72 C. Associate Member: Any individual who, while an Active member of the Society, ceases  
73 to be engaged in Mohs histotechnology (and as such is no longer eligible for Active  
74 member status) may request reclassification for membership in the Associate Member  
75 class. Such reclassification is valid for a maximum of two (2) years after initial approval  
76 by the Board of Directors. After the two (2) year period, such individual must request  
77 reinstatement as an Active Member, if eligible, or membership is terminated.  
78
- 79 D. Affiliate Member: Organizations or individuals who are not eligible for the Active or  
80 Associate class of membership but whose principal livelihood is selling technical supplies  
81 and/or technical services, materials, or consulting services to laboratories shall be  
82 eligible for membership in the Affiliate member class. Affiliate members may attend  
83 scientific and social activities of the Society and receive publications as determined by  
84 the Board. Affiliates shall agree to be bound by the Code of Ethics of the Society and to  
85 comply with the Articles and Bylaws of the Society as they may be applicable to  
86 Affiliates.  
87
- 88 E. Student Member: Individuals enrolled in a NAACLS approved histotechnology program,  
89 with documentation from the program director and/or pathologist attesting to their  
90 student training status. Individuals may hold a student membership for a maximum of  
91 two (2) years.  
92
- 93 F. Life Member: Active or Charter member who (1) has reached sixty-five (65) years of age  
94 and has been a member of the Society in good standing for at least twenty (20) years  
95 prior to application for Life membership or (2) who has retired from the practice of  
96 Mohs histotechnology or become disabled (and therefore unable to practice Mohs  
97 histotechnology) and has been an Active or Charter member of the Society for at least  
98 three (3) years prior to such retirement or disability and at the time of request, shall be  
99 eligible for Life membership. Life members shall have all the rights and privileges of the  
100 classification of membership they held prior to being elected to this classification,  
101 including the right to vote on matters submitted to a vote of members of the Society,  
102 except they shall not be able to serve as an officer or director of the Society.  
103

#### 104 SECTION 3 – PRIVILEGES

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

#### 113 SECTION 4 – TERMINATION

114 Membership in any class is automatically terminated:

- 115 • Failure to pay dues as outlined in Article 5 Section 3;
- 116 • Failure to fulfill the requirements for such class of membership; or
- 117 • With good cause by the Board of Directors.

118  
119 Terminated members may re-apply for membership in any class, subject to eligibility  
120 requirements. A terminated Charter member may re-apply as an Active member subject to  
121 eligibility requirements; Charter member status, once lost, may not be reacquired.

## 122 SECTION 5 – LIMITATIONS

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

## 124 **ARTICLE V – DUES**

125 Annual membership dues shall be determined by the Board from time to time in its discretion.  
126 Life members shall not be required to pay dues.

## 127 **ARTICLE VI – OFFICERS**

### 128 SECTION 1 – TITLE

129 The officers of this Society shall be a President, Vice-President, Secretary-Treasurer, Immediate  
130 Past President, and a representative of ACMS (the “ACMS representative”) appointed by the  
131 Board of Directors of ASMH whose duties and powers shall only be advisory, the term of the  
132 ACMS Representative to be two (2) years, which term shall be renewable once. Any other such  
133 officers as may be elected in accordance with the provisions of these Bylaws.

### 134 SECTION 2 – QUALIFICATIONS

135 Only those members eligible to vote (i.e., Charter, Active, and Life members) who have been in  
136 good standing for two (2) or more consecutive years shall be eligible to serve as officers or on  
137 the Board of Directors. Candidates for the office of Secretary-Treasurer must have served  
138 minimum of one full term on the Board of Directors prior to election.  
139

### 140 SECTION 3 – TENURE, SUCCESSION, AND ELECTION

- 141 A. Terms of Office: The term of office for President, Vice-President, Secretary-Treasurer,  
142 and Immediate Past President shall be two (2) year or until their successor(s) are duly  
143 elected and qualified, commencing immediately after the conclusion of the annual  
144 meeting of members held in the year of succession or election, as the case may be.  
145 Such terms shall be nonrenewable. The terms office of the ACMS Representative and  
146 the Secretary-Treasurer shall be staggered so that the ACMS representative is appointed  
147 in a year alternating with the year in which the term of the Secretary-Treasurer expires.
- 148 B. Succession: The President shall, barring resignation, death, disqualification, or removal  
149 as provided in a manner consistent with these Bylaws, upon expiration of his/her term  
150 of office, automatically succeed to the office of Immediate Past President. The Vice-

151 President shall, barring resignation, death, disqualification, or removal as provided in a  
152 manner consistent with these Bylaws, upon expiration of his/her term of office,  
153 automatically succeed to the office of President. The Secretary-Treasurer shall, barring  
154 resignation, death, disqualification, or removal as provided in a manner consistent with  
155 these Bylaws, upon expiration of his/her term of office, automatically succeed to the  
156 office of Vice President. No officer may be subsequently elected to the same office.  
157 Election or appointment as an officer shall not itself create contract rights.

158 C. Nomination and Election of Secretary-Treasurer: The nomination and election  
159 procedure for the office of Secretary-Treasurer shall be as set forth under Article VI,  
160 Section 5 below.

#### 161 SECTION 4 – DUTIES

162 The President, Vice-President, Secretary-Treasurer, and Immediate Past President shall serve  
163 concurrently as voting members of the Board and the general membership.  
164

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

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

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

- 193 C. Secretary-Treasurer: The Secretary-Treasurer shall perform the functions of secretary  
194 and treasurer of the Society , and in this capacity, shall (1) keep minutes of all meetings  
195 of the members and the Board of Directors; (2) see that all notices are duly given in  
196 accordance with law and these Bylaws; (3) be the principal accounting and financial  
197 officer of the Society and be responsible for the maintenance of adequate books of  
198 account for the Society; (4) be responsible for the receipt and disbursement of the funds  
199 of the Society; (5) provide for the maintenance and safekeeping of archives, including  
200 records or other materials relating to the Society which may have substantial historical  
201 value; and shall in general perform all duties and exercise all powers which are by law or  
202 customary parliamentary practice incident to the office of Secretary or Treasurer and  
203 such other duties and powers as may be determined by the Board of Directors or the  
204 President.
- 205 D. Immediate Past President: The Immediate Past President shall be available to the  
206 President for counsel and assistance as needed.
- 207
- 208 E. ACMS Representative: The ACMS representative shall serve in a non-voting capacity on  
209 the Society’s Board of Directors and its Executive Committee. The duties and powers of  
210 the ACMS Representative shall be advisory only. The ACMS Representative shall also  
211 serve as the official intermediary between ASMH and ACMS.

## 212 SECTION 5 – SELECTION OF OFFICERS AND BOARD MEMBERS

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

- 214
- 215 A. Nominations:
- 216
- 217 1. A Nominating Committee shall oversee and coordinate the process of  
218 nominating the candidate for director and officer positions as described herein.  
219 The Nominating Committee shall consist of the two (2) most recent Past  
220 Presidents not currently serving and two (2) Charter, Active, or Life members in  
221 good standing appointed by the Board of Directors who are not then serving,  
222 and have not served within a period of two (2) years immediately preceding such  
223 appointment, as an officer or director or on the Nominating Committee. Each  
224 member of the Nominating Committee other than an individual serving thereon  
225 because of his/her status as past President shall serve in such position for a term  
226 of three (3) years. No person shall serve consecutive terms on the Nominating  
227 Committee. The chairperson of the Nominating Committee shall be the  
228 individual serving as the most senior of the two Past Presidents.
- 229
- 230 2. Any member in good standing may submit to the Nominating Committee  
231 Chairperson the names of person(s) he or she wishes to propose for nomination  
232 (including himself or herself) for a position for which an election is to be held. A  
233 person so offered for nomination shall have been informed of this and expressed  
234 a willingness to serve. If nominated, the nominees shall submit a letter of  
235 acceptance to the Nominating Committee Chairperson at a time specified by the  
236 committee.

- 237  
238 3. The Nominating Committee shall present to the Board of Directors for its  
239 approval at least one (1) candidate for each position office for which an election  
240 is to be held  
241  
242 4. Neither the Nominating Committee Chairperson nor any Nominating Committee  
243 member or immediate family members shall be a candidate for office.  
244  
245 B. Election procedures:  
246  
247 1. The Secretary-Treasurer and at-large directors shall be elected by secret mail or  
248 electronic ballot.  
249  
250 2. The Nominating Committee shall present a slate of candidates in ballot form to  
251 the general membership for election at a time specified by the Board of  
252 Directors, but in any event not later than sixty-five (65) days before the annual  
253 meeting of members for the year in which such election occurs. All ballots shall  
254 be mailed first-class or sent by electronic mail/fax to the membership. The  
255 ballots must be returned to the Secretary-Treasurer no later than forty-five (45)  
256 days before such annual meeting of members for tally and the President shall  
257 announce the election results at such annual meeting of members.  
258  
259 3. The candidate receiving a majority of votes for each position for which an  
260 election is being held shall be elected to such position. In the event of a tie, the  
261 Board of Directors shall break the tie by a majority vote.  
262  
263 4. Records of election results shall be kept by the Secretary-Treasurer.  
264  
265 5. Officers and at-large directors shall be installed during the annual meeting of  
266 members at their election is announced as described above and assume such  
267 positions at the close of such annual meeting.

268 SECTION 6 – TERM OF OFFICE

- 269 A. Officer Terms: See Article VI, Section 3.A.  
270  
271 B. Director Terms: See Article VII, Section 1.

272 SECTION 7 – RESIGNATION AND REMOVAL

273 In the event that a person serving as an officer or at-large director of the Society is removed or  
274 resigns as a member of the Society, such person shall also be deemed removed or to have  
275 resigned, as the case may be, as an officer of the Society. Any officer may resign at any time by  
276 submitting a written resignation to the Secretary-Treasurer or the Society Executive Director.  
277 Such resignation shall take effect when the notice of resignation is delivered, unless the notice  
278 specifies a later effective date and the Society accepts the later effective date. Unless

279 otherwise specified in the notice of resignation, the acceptance of the resignation shall not be  
280 necessary to make it effective.

281 **SECTION 8 – VACANCIES**

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

290  
291 In the event of a vacancy in the office of Immediate Past President, such office shall remain  
292 vacant until such office is filled through the normal operation of the office succession process  
293 as described in Article VI, Section 3.

294  
295 In the event of a vacancy in the office of ACMS Representative, such office shall remain vacant  
296 until such office is filled through the normal appointment as described in Article VI, Section 4.

297  
298 Any actions required to be taken in order to fill a vacancy under this Section shall occur not  
299 later than sixty (60) days after the occurrence of such vacancy.

300 **ARTICLE VII -- BOARD OF DIRECTORS**

301 **SECTION 1 – MEMBERSHIP/TERMS**

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

308 **SECTION 2 – DUTIES AND POWERS**

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

312 **SECTION 3 – MEETINGS**

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

315



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

319  
320 (c) Regular Meetings. In addition to its annual meeting, the Board of Directors shall  
321 hold such additional regularly scheduled meetings throughout the year as may be determined  
322 by the Board of Directors.

323  
324 (d) Special Meetings. Special Meetings of the Board of Directors may be scheduled  
325 and convened at any time at the request of the President or by written petition signed by any  
326 five (5) directors and delivered to the President and Secretary-Treasurer.

#### 327 SECTION 4 – NOTICE

328 The President or the Secretary-Treasurer shall give notice of each annual and special meeting  
329 by mailing or transmitting by facsimile or other electronic transmission the notice at least forty-  
330 eight (48) hours before any meeting of the Board of Directors to each director. Such meetings  
331 may be scheduled during any prior regularly scheduled meeting. Such notice may be waived  
332 by any director. The business to be transacted and the purpose of any annual or special  
333 meeting of the Board of Directors need not be specified in the notice or waiver of notice of  
334 such meeting unless required by these Bylaws or applicable law. At any meeting attended by all  
335 of the directors, any business may be transacted, notwithstanding the lack of due notice of such  
336 meeting. If notice be given by mail, such notice shall be deemed to be delivered by the day  
337 following the day such notice is deposited in the United States mail. If notice be given by  
338 electronic mail, such notice shall be deemed to be delivered when the electronic mail is sent.

#### 339 SECTION 5 – QUORUM AND MANNER OF ACTING

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

#### 351 SECTION 6 – MEETING ATTENDANCE

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

357 SECTION 7 – INFORMAL ACTION BY DIRECTORS

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

367 SECTION 8 – COMPENSATION

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

378 SECTION 9 – ATTENDANCE BY COMMUNICATIONS EQUIPMENT

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

385 SECTION 10 – CONDUCT OF MEETINGS

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

390 SECTION 11 – TERM OF OFFICE

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

395 SECTION 12 – REMOVAL; RESIGNATION; FILLING OF VACANCIES

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

405  
406 Any appointment to fill any vacancy in an at-large director position under this Section 12 shall  
407 be made not later than sixty (60) days after the occurrence of such vacancy.

408 SECTION 13 – EXECUTIVE DIRECTOR

409 The Board of Directors may elect to hire a paid independent association management company  
410 to carry out policies and administrative duties set by the Board of Directors, for conducting the  
411 daily affairs of the Society and for the employment of all other paid Society personnel, including  
412 a Executive Director for the Society to have general charge of the day-to-day operations and  
413 management of the Society. Such Executive Director may sign in the name of or on behalf of  
414 the Society any contract or agreement authorized by the Board of Directors and shall do and  
415 perform such additional duties as may be assigned by the Board of Directors and/or otherwise  
416 expressed in a management agreement. The Executive Director shall be entitled to attend and  
417 participate in meetings of the Board of Directors, the Executive Committee, and any other  
418 authorized body of the Society as the Board may deem necessary or appropriate, in a non-  
419 voting, advisory capacity.

420 SECTION 14 – COMMITTEES

421 A. Standing Committees

422  
423 The Board of Directors shall provide in the Administrative Regulations of the Society for such  
424 standing committees as it may deem appropriate to implement the purposes of the Society.  
425 The purposes, duties, power, composition and appointment of all standing committees shall be  
426 established in the Administrative Regulations of the Society.

427  
428 B. Executive Committee

429  
430 The Executive Committee shall consist of the President, Vice-President, Secretary/Treasurer,  
431 and the Immediate Past President. The ACMS Representative shall be a non-voting, advisory  
432 member of the Executive Committee. The Executive Committee shall have the power to act for  
433 the benefit of the Society until such time that the Board can ratify their decisions. The Executive  
434 Committee may need to respond to emergency circumstances.

435  
436 C. Appointed Committees

437  
438 The Board of Directors may from time to time establish such appointed committees as it may  
439 deem appropriate for the conduct of the affairs of the Society. The purposes, duties, powers,  
440 composition and appointment of all appointed committees shall be determined by the Board of  
441 Directors, but the structure and operation of all special committees shall be consistent with the  
442 purposes of the Society and integrated with the structure and operation of the standing  
443 committees of the Society.

444  
445 D. Discontinuance

446  
447 Notwithstanding any other provision of these Bylaws or the Administrative Regulations of the  
448 Society, a new standing committee may be created or any standing committee may be  
449 discontinued by action of the Board of Directors. Any appointed committee may be  
450 discontinued by action of the Board of Directors at any meeting.

451 SECTION 15 – BONDING

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

454 **ARTICLE VIII – MEMBER MEETINGS**

455 SECTION 1 – ANNUAL MEETING

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

459 SECTION 2 – SPECIAL MEETING

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

462 SECTION 3 – NOTICE OF MEETING

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

474 SECTION 4 – ACTION BY MEMBERS WITHOUT A MEETING

475 A. Action by Written Ballot.

476  
477 Any action that may be taken at a meeting of the members may be taken if the Society delivers  
478 a written ballot, by U.S. Mail or electronic transmission, to every member entitled to vote on  
479 the matter. Such written ballot shall set forth each proposed action and provide an opportunity  
480 to vote for or against each proposed action. Approval by written ballot under this section shall  
481 be valid only when the number of votes cast by ballot exceeds the quorum required to be  
482 present at a meeting authorizing the action and the number of approvals equals or exceeds the  
483 number of votes that would be required to approve the matter at a meeting at which the total  
484 number of votes cast was the same as the number of votes cast by ballot. A solicitation for  
485 votes by written ballot shall include all of the following:

- 486
- 487 (a) the number of responses required to meet the quorum requirements;
  - 488
  - 489 (b) the percentage of approvals necessary to approve each matter other than the  
490 election of directors; and
  - 491
  - 492 (c) the time by which a ballot must be received by the Society in order to be  
493 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,  
497 consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for  
498 not less than 20 days from the date the ballot is delivered. Such informal action by members  
499 shall become effective only if, at least five (5) days prior to the effective date of such informal  
500 action, a notice in writing of the proposed action is delivered to all of the members entitled to  
501 vote.

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

506  
507 B. Action by Written Consent.

508  
509 Any action required to be taken at a meeting of the members of the Society, or any other action  
510 which may be taken at a meeting of members, may be taken without a meeting if a consent in  
511 writing, setting forth the action so taken, shall be signed by all of the members entitled to vote  
512 with respect to the subject matter thereof.

513 SECTION 5 – QUORUM AND MANNER OF ACTING

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

519 members, unless the vote of a greater number is required by law, the Articles of Incorporation  
520 or these Bylaws.

521 **SECTION 6 – PROXIES**

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

525 **ARTICLE IX – PARLIAMENTARY AUTHORITY**

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

528 **ARTICLE X – DISCIPLINARY ACTION**

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

533 **ARTICLE XI – AMENDMENTS**

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

548 **ARTICLE XII – ADMINISTRATIVE REGULATIONS**

549 **SECTION 1 – ESTABLISHMENT**

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

555 election of officers and directors, the fiscal year of the Society, and such other important  
556 administrative matters as the Board of Directors shall deem appropriate.

557 **SECTION 2 – PUBLICATION**

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

560 **SECTION 3 – AMENDMENT**

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

565 **ARTICLE XIII – OFFICE**

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

570 **ARTICLE XIV – RULES**

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

575  
576 Notwithstanding anything herein contained to the contrary, no action shall be required or  
577 permitted to be taken under these Bylaws or by the officers or directors of the Society which  
578 would not be permitted to be taken by an organization described in sections 501(c)(3) and  
579 509(a)(2) of the Code or which would result in the imposition of federal tax under sections 4941  
580 through 4945, inclusive, of the Code.

581  
582 The Society shall distribute its income for each tax year at such time and in such manner so that  
583 it will not become subject to the tax on undistributed income imposed by section 4942 of the  
584 Code. Furthermore, during any period in which the corporation is a private foundation within  
585 the meaning of Section 509(a), the Society will not:

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

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

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

#### 614 **ARTICLE XV – INDEMNIFICATION**

615 The Society shall, to the fullest extent provided by the Illinois Not For Profit Corporation Statute  
616 and other applicable law, indemnify every director, officer, representative, employee or agent  
617 who was or is a party or is threatened to be made a party to any threatened, pending or  
618 completed action, suit or proceeding, whether civil, criminal, administrative or investigative  
619 (other than an action by or in the right of the Society) by reason of the fact that he or she is or  
620 was a director, officer, representative, employee, agent, or committee or Council chair or  
621 member of the Society from against expenses (including attorney's fees), judgments, fines and  
622 amounts paid in settlement actually and reasonably incurred by him or her in connection with  
623 such action, suit or proceeding if he or she acted in good faith and in a manner he or she  
624 reasonably believed to be in or not opposed to the best interests of the Society, and, with  
625 respect to any criminal action or proceeding, had no reasonable cause to believe his or her  
626 conduct was unlawful. The termination of any action, suit or proceeding by judgment, order,  
627 settlement conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself,  
628 create a presumption that the person did not act in good faith and in a manner which he/she  
629 reasonably believed to be in or not opposed to the best interests of the Society, and with  
630 respect to any criminal action or proceeding, had no reasonable cause to believe that his or her  
631 conduct was unlawful. This Article will not apply in any proceeding in which the director,  
632 officer, employee, or agent is liable for negligence or misconduct in the performance of his or  
633 her duties. Such rights of indemnification will not be exclusive of any other rights to which such  
634 director, officer, or employee may be entitled apart from this provision. The Society shall have  
635 power to purchase and maintain, at the Society's expense, insurance on behalf of the Society  
636 and on behalf of any director, officer, employee, agent, or other person to the extent that  
637 power has been or may be granted by statute. The Society shall have the power to give other  
638 indemnification to the extent permitted by law.



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

640 18.1 The Board of Directors, except to the extent otherwise required by applicable  
641 law, the Articles of Incorporation, or these Bylaws, may authorize any officer or officers of the  
642 Society in addition to the President, to enter into any contract or execute and deliver any  
643 instrument, note, evidence of debt, loan or documents in the name of and on behalf of the  
644 Society and such authority may be general or confined to specific instances. Any such contract,  
645 instrument, evidence of debt, note, loan or other document shall be signed by the President  
646 and the Secretary-Treasurer, unless otherwise authorized by the Board of Directors.  
647

648 18.2 Unless authorized by a specific resolution of the Board of Directors, no contract,  
649 loan, mortgage or other agreement, instrument or document shall be executed by any officer of  
650 the Society on behalf of the Society without the express approval of the Executive Committee  
651 adopted in accordance with these Bylaws.  
652

653 18.3 Checks, Drafts, Etc. All checks, and drafts, or other orders for the payment of  
654 money issued in the name of the Corporation shall be authorized by the Secretary-Treasurer or  
655 President of Society, or the Executive Director, as delegated by resolution of the Board of  
656 Directors.  
657

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

662 **ARTICLE XVII – FORCE AND EFFECT**

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

669 **ARTICLE XVIII – MISCELLANEOUS**

670 SECTION 1 – FISCAL YEAR

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

673 SECTION 2 – CORPORATE SEAL

674 The Society shall have no seal.

675 SECTION 3 – TRADEMARKS

676 No member may use the Society's name or trademarks for personal, commercial purposes or  
677 funding purposes without prior approval of the Board of Directors.

678 SECTION 4 – INTERPRETATION

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

681 SECTION 5 – DEFINITION OF "CODE"

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

685 SECTION 6 – HEADINGS

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

688

689 ASMH Bylaws – Created 1995; Amended 8/1997; Revised 5/2010; Revised 1/2014; Revised  
690 2/2021