BYLAWS
OF
AMERICAN SOCIETY FOR MOHS HISTOTECHNOLOGY

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

ARTICLE I – NAME

SECTION 1 – NAME

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

SECTION 2 – PRINCIPAL AND BUSINESS OFFICES

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

SECTION 3 – REGISTERED AGENT

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

SECTION 4 – RECORDS

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

ARTICLE II – PURPOSES AND POWERS

SECTION 1 – PURPOSES

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

SECTION 2 – POWERS
The Society shall have and be permitted to exercise all powers, rights and privileges as are
authorized by the Illinois Not For Profit Corporation Act and which are not inconsistent with its
status as a corporation organized and operated pursuant to Section 501(c)(3) of the Code.

SECTION 3 – FUNDS

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

SECTION 4 – NONDISCRIMINATION

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

ARTICLE III - OBJECTIVE

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

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

ARTICLE IV – MEMBERSHIP

SECTION 1 – MEMBERSHIP CLASSIFICATION

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

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

B. Active Member: Individuals who are actively engaged in Mohs histotechnology as
evidenced by either being an ACMS member of any class or engaging in Mohs
histotechnology with an ACMS member of any class or an entity engaged in Mohs
histotechnology, regardless of location shall be eligible for membership in the Active
member class.
C. **Associate Member:** Any individual who, while an Active member of the Society, ceases to be engaged in Mohs histotechnology (and as such is no longer eligible for Active member status) may request reclassification for membership in the Associate Member class. Such reclassification is valid for a maximum of two (2) years after initial approval by the Board of Directors. After the two (2) year period, such individual must request reinstatement as an Active Member, if eligible, or membership is terminated.

D. **Affiliate Member:** Organizations or individuals who are not eligible for the Active or Associate class of membership but whose principal livelihood is selling technical supplies and/or technical services, materials, or consulting services to laboratories shall be eligible for membership in the Affiliate member class. Affiliate members may attend scientific and social activities of the Society and receive publications as determined by the Board. Affiliates shall agree to be bound by the Code of Ethics of the Society and to comply with the Articles and Bylaws of the Society as they may be applicable to Affiliates.

E. **Student Member:** Individuals enrolled in a NAACLS approved histotechnology program, with documentation from the program director and/or pathologist attesting to their student training status. Individuals may hold a student membership for a maximum of two (2) years.

F. **Life Member:** Active or Charter member who (1) has reached sixty-five (65) years of age and has been a member of the Society in good standing for at least twenty (20) years prior to application for Life membership or (2) who has retired from the practice of Mohs histotechnology or become disabled (and therefore unable to practice Mohs histotechnology) and has been an Active or Charter member of the Society for at least three (3) years prior to such retirement or disability and at the time of request, shall be eligible for Life membership. Life members shall have all the rights and privileges of the classification of membership they held prior to being elected to this classification, including the right to vote on matters submitted to a vote of members of the Society, except they shall not be able to serve as an officer or director of the Society.

**SECTION 3 – PRIVILEGES**

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

**SECTION 4 – TERMINATION**

Membership in any class is automatically terminated:
• Failure to pay dues as outlined in Article 5 Section 3;
• Failure to fulfill the requirements for such class of membership; or
• With good cause by the Board of Directors.

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

SECTION 5 – LIMITATIONS

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

ARTICLE V – DUES

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

ARTICLE VI – OFFICERS

SECTION 1 – TITLE

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

SECTION 2 – QUALIFICATIONS

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

SECTION 3 – TENURE, SUCCESSION, AND ELECTION

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

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

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

SECTION 4 – DUTIES

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

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

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

B. Vice President: In case of death, disqualification, removal, resignation or absence of the President, or of his/her inability from any cause to act, the Vice President shall perform the duties of the office of President. Except as otherwise provided herein, the Vice President shall, prior to succeeding to the office of President, be entitled to make appointments to committees and task forces and to appoint chairs thereof for terms of appointment to take effect at or after taking office as President and which terms may exceed the Vice President’s term in office as President to the extent consistent with any then established procedures for such committees and/or task forces. The Vice President shall also perform the duties and exercise the powers which are by law or customary parliamentary practice incident to the office of Vice President and such other duties and powers as may be determined by the Board of Directors or the President.
C. **Secretary-Treasurer**: The Secretary-Treasurer shall perform the functions of secretary and treasurer of the Society, and in this capacity, shall (1) keep minutes of all meetings of the members and the Board of Directors; (2) see that all notices are duly given in accordance with law and these Bylaws; (3) be the principal accounting and financial officer of the Society and be responsible for the maintenance of adequate books of account for the Society; (4) be responsible for the receipt and disbursement of the funds of the Society; (5) provide for the maintenance and safekeeping of archives, including records or other materials relating to the Society which may have substantial historical value; and shall in general perform all duties and exercise all powers which are by law or customary parliamentary practice incident to the office of Secretary or Treasurer and such other duties and powers as may be determined by the Board of Directors or the President.

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

E. **ACMS Representative**: The ACMS representative shall serve in a non-voting capacity on the Society’s Board of Directors and its Executive Committee. The duties and powers of the ACMS Representative shall be advisory only. The ACMS Representative shall also serve as the official intermediary between ASMH and ACMS.

SECTION 5 – SELECTION OF OFFICERS AND BOARD MEMBERS

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

A. **Nominations**:

1. A Nominating Committee shall oversee and coordinate the process of nominating the candidate for director and officer positions as described herein. The Nominating Committee shall consist of the two (2) most recent Past Presidents not currently serving and two (2) Charter, Active, or Life members in good standing appointed by the Board of Directors who are not then serving, and have not served within a period of two (2) years immediately preceding such appointment, as an officer or director or on the Nominating Committee. Each member of the Nominating Committee other than an individual serving thereon because of his/her status as past President shall serve in such position for a term of three (3) years. No person shall serve consecutive terms on the Nominating Committee. The chairperson of the Nominating Committee shall be the individual serving as the most senior of the two Past Presidents.

2. Any member in good standing may submit to the Nominating Committee Chairperson the names of person(s) he or she wishes to propose for nomination (including himself or herself) for a position for which an election is to be held. A person so offered for nomination shall have been informed of this and expressed a willingness to serve. If nominated, the nominees shall submit a letter of acceptance to the Nominating Committee Chairperson at a time specified by the committee.
3. The Nominating Committee shall present to the Board of Directors for its approval at least one (1) candidate for each position office for which an election is to be held.

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

B. Election procedures:

1. The Secretary-Treasurer and at-large directors shall be elected by secret mail or electronic ballot.

2. The Nominating Committee shall present a slate of candidates in ballot form to the general membership for election at a time specified by the Board of Directors, but in any event not later than sixty-five (65) days before the annual meeting of members for the year in which such election occurs. All ballots shall be mailed first-class or sent by electronic mail/fax to the membership. The ballots must be returned to the Secretary-Treasurer no later than forty-five (45) days before such annual meeting of members for tally and the President shall announce the election results at such annual meeting of members.

3. The candidate receiving a majority of votes for each position for which an election is being held shall be elected to such position. In the event of a tie, the Board of Directors shall break the tie by a majority vote.

4. Records of election results shall be kept by the Secretary-Treasurer.

5. Officers and at-large directors shall be installed during the annual meeting of members at their election is announced as described above and assume such positions at the close of such annual meeting.

SECTION 6 – TERM OF OFFICE

A. Officer Terms: See Article VI, Section 3.A.

B. Director Terms: See Article VII, Section 1.

SECTION 7 – RESIGNATION AND REMOVAL

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

SECTION 8 – VACANCIES

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

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

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

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

ARTICLE VII -- BOARD OF DIRECTORS

SECTION 1 – MEMBERSHIP/TERMS

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

SECTION 2 – DUTIES AND POWERS

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

SECTION 3 – MEETINGS

(a) **Place of Meeting.** The Board of Directors may hold its meetings at such place or places within or without the State of Illinois as they may from time to time determine.
(b) **Annual Board Meeting.** The annual meeting of the Board of Directors for the
transaction of such business as shall be held at such other time and place as designated in the
notice of such meeting pursuant to Section 4, below.

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

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

SECTION 4 – NOTICE

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

SECTION 5 – QUORUM AND MANNER OF ACTING

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

SECTION 6 – MEETING ATTENDANCE

Board members are required to attend all meetings of the Board of Directors. Excused
absences will be tolerated on a limited basis at the discretion of the President. In the event of
three (3) consecutive absences, the member will automatically be considered resigned and the
position will be filled as directed in Article VII Section 12, unless otherwise determined by the
President.
SECTION 7 – INFORMAL ACTION BY DIRECTORS

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

SECTION 8 – COMPENSATION

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

SECTION 9 – ATTENDANCE BY COMMUNICATIONS EQUIPMENT

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

SECTION 10 – CONDUCT OF MEETINGS

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

SECTION 11 – TERM OF OFFICE

Each a-large director shall serve a term of three (3) consecutive years, beginning at the close of business of the annual meeting of members following his/her election, which terms shall be renewable once. Terms of at-large directors shall be staggered so that the terms of an equal number of at-large directors expires each year.
SECTION 12 – REMOVAL; RESIGNATION; FILLING OF VACANCIES

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

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

SECTION 13 – EXECUTIVE DIRECTOR

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

SECTION 14 – COMMITTEES

A. Standing Committees

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

B. Executive Committee

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

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

D. Discontinuance

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

SECTION 15 – BONDING

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

ARTICLE VIII – MEMBER MEETINGS

SECTION 1 – ANNUAL MEETING

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

SECTION 2 – SPECIAL MEETING

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

SECTION 3 – NOTICE OF MEETING

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

SECTION 4 – ACTION BY MEMBERS WITHOUT A MEETING
A. Action by Written Ballot.

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

(a) the number of responses required to meet the quorum requirements;

(b) the percentage of approvals necessary to approve each matter other than the election of directors; and

(c) the time by which a ballot must be received by the Society in order to be counted.

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

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

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.

SECTION 5 – QUORUM AND MANNER OF ACTING

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

SECTION 6 – PROXIES

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

ARTICLE IX – PARLIAMENTARY AUTHORITY

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

ARTICLE X – DISCIPLINARY ACTION

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

ARTICLE XI – AMENDMENTS

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

ARTICLE XII – ADMINISTRATIVE REGULATIONS

SECTION 1 – ESTABLISHMENT

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

SECTION 2 – PUBLICATION

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

SECTION 3 – AMENDMENT

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

ARTICLE XIII – OFFICE

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

ARTICLE XIV – RULES

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

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

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

(a) engage in any act of self-dealing as defined in section 4941(d) of the Code;

(b) retain any excess business holdings as defined in section 4943(c) of the Code;

(c) make any investments in a manner that would subject it to tax under section
4944 of the Code; or

(d) make any taxable expenditure as defined in section 4945(d) of the Code.
No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in subsection 501(h) of the Code, and the corporation shall not participate or intervene in, including the publication or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office.

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

**ARTICLE XV – INDEMNIFICATION**

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

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

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

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

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

ARTICLE XVII – FORCE AND EFFECT

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

ARTICLE XVIII – MISCELLANEOUS

SECTION 1 – FISCAL YEAR

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

SECTION 2 – CORPORATE SEAL

The Society shall have no seal.

SECTION 3 – TRADEMARKS
No member may use the Society’s name or trademarks for personal, commercial purposes or funding purposes without prior approval of the Board of Directors.

SECTION 4 – INTERPRETATION

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

SECTION 5 – DEFINITION OF “CODE”

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

SECTION 6 – HEADINGS

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

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