

**BYLAWS  
OF THE  
AMERICAN COLLEGE OF OSTEOPATHIC  
EMERGENCY PHYSICIANS**

**ARTICLE I**

**Name and Purpose**

**Section 1. Name.** The name of the corporation shall be the American College of Osteopathic Emergency Physicians (hereinafter the "College") an Illinois not-for profit corporation.

**Section 2. Purposes.** The purpose of the College shall be to serve as a professional association promoting the practice of emergency medicine by osteopathic physicians, and other emergency medicine healthcare providers. The College shall have the responsibility to:

- (a) Provide and evaluate emergency medicine continuing education.
- (b) Encourage, advise, and assist emergency physicians and healthcare providers in emergency medicine clinical research.
- (c) Encourage, evaluate and implement the training of emergency physicians and students in emergency medicine.
- (d) Contribute to the educational endeavors of American Osteopathic Association-affiliated organizations whose purpose is to ensure the promotion of education and improvement of public health.
- (e) Disseminate information to increase understanding of physicians, other healthcare providers and the public, of the nature of service provided by osteopathic emergency physicians as it relates to the provision of healthcare in our society.
- (f) Help promote the philosophy of the osteopathic school of medicine as a separate and distinct institution of the healing arts profession.

**ARTICLE II  
Offices**

The College shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with that registered office, and may have such other offices in or out of the State of Illinois as the Board of Directors may from time to time determine.

### **ARTICLE III Members**

**Section 1. Membership.** Membership may be granted to any individual who (i) meets the criteria set forth for each category of membership in the College; (ii) shares interest in and supports the purposes of the College; (iii) abides by the most current edition of the Code of Ethics of the American Osteopathic Association ("AOA"); (iv) abides by these Bylaws, and such other policies, rules, and regulations as the College may adopt; and (v) meets such additional criteria for each category of membership in the College as the Board of Directors may from time to time establish. No person shall be denied membership because of race, sex, age, political or religious beliefs, or sexual orientation.

**(a) Charter Member.** Charter membership shall be granted to all individuals who became a member of the College (regardless of member category) during the thirty (30) days following the College's recognition by the AOA. The College shall designate a Charter member status as either active, life, retired or inactive.

**(b) Active Member.** Active membership may be granted to any individual who is a duly licensed Doctor of Osteopathic Medicine or Doctor of Medicine (the "physician") who meets the criteria set forth below:

(1) The physician must engage in the practice or administration of emergency medicine, or one of its approved specialty areas and have successfully completed an emergency medicine residency program approved by the AOA or Accreditation Council on Graduate Medical Education (ACGME).

(2) If joining after one or more years out of training, the physician must document the successful completion of an emergency medicine residency program accredited by AOA or ACGME; and provide evidence of engagement in appropriate educational activities to maintain medical licensure in the state in which he or she practices.

**(c) Associate Member.** Associate membership may be granted to any individual healthcare provider who does not meet the criteria for Active membership, but who has demonstrated a sincere interest in emergency medicine.

**(d) Honorary Member.** Honorary membership may be granted, upon recommendation of the Board of Directors, to individuals of distinction who have provided outstanding service to the College, osteopathic profession, and/or emergency medicine and who meet the established criteria.

**(e) Retired Member.** Retired membership may be granted, upon application to the Member Services Committee to any individual who would otherwise be eligible to be an Active member, but who is officially and permanently retired from the practice of emergency medicine. This recommendation must be approved by the Board of Directors.

**(f) Life Member.** Life membership may be granted, upon application to the Member Services Committee to any member who meets at least one of the following criteria:

- (1) Twenty-five (25) years of continuous, active membership in the College and has reached the federally defined retirement age; or
- (2) Permanently retired or disabled physician with a minimum of twenty (20) years of continuous, Active membership in the College prior to being designated a Retired member, and a minimum of five (5) years or
- (3) Sixty (60) years of age (or older), active member of the College for at least ten (10) consecutive years, and officially and permanently retired from the practice of emergency medicine.

This designation must be approved by the Board of Directors at recommendation of the Member Services Committee

**(g) Resident Member.** Resident membership may be granted to any doctor of osteopathic medicine or doctor of medicine who is actively participating in an AOA or ACGME accredited graduate medical education program in emergency medicine or any recognized subspecialty fields.

**(h) Student Member.** Student membership may be granted to any individual who is presently enrolled in colleges of medicine or schools of Medicine accredited by the Council on Osteopathic College Accreditation (COCA) or the Liaison Committee on Medical Education (LCME), and exhibits a sincere interest in the specialty of emergency medicine.

**(i) Active / Exempt Member.** Any College member who is temporarily incapacitated by reason of illness, or disability and for this reason unable to engage in active practice, may be granted membership as an Active / Exempt Member for the period of one year. However, a member may be continued in this classification upon annual application to the Member Services Committee and approved by the Board of Directors.

**(j) Fellow Member.** An individual who has been an Active Member for at least the five consecutive years prior to application, who maintains board-certification in emergency medicine through the American Osteopathic Board of Emergency Medicine or American Board of Emergency Medicine and who meets of other established criteria may apply for membership as a Fellow.

**(k) Distinguished Fellow Member.** An individual who has been a Fellow Member for at least ten (10) consecutive years prior to application and continues to meet the established criteria required for Fellow membership, and who meets other established criteria for Distinguished Fellow status may apply as a Distinguished Fellow.

**Section 2. Application for Membership.** The Board of Directors shall adopt an application form and procedures to facilitate the consideration of applicants for membership in the College.

### **Section 3. Member Rights and Duties**

(a) All members shall be entitled to serve on committees and attend the member meetings and social functions of the College, but only Active Members, Active/Exempt Members, Fellow Members, Distinguished Fellow Member and Life Members (sometimes collectively referred to hereinafter as “voting members”) may vote. Voting constitutes the determination of college business, election of directors and business decisions requiring member involvement. Each voting member shall have one (1) vote on matters submitted to a vote of the membership.

(b) Only Active members may hold office in the College and serve on the College’s Board of Directors.

**Section 4. Resignation.** Members may resign from the College at any time by giving written notice to the Secretary, provided, however, such resignation shall not relieve the resigning member of the obligation to pay any dues or other charges previously incurred that remain unpaid. Any application for reinstatement of membership in the College by a former member shall be denied until such time as said member has paid any and all outstanding dues in full.

**Section 5. Automatic Termination.** The membership of any member who is in default of payment of dues or assessments of more than one hundred and twenty (120) days or otherwise becomes ineligible for membership, shall be terminated automatically, unless the Board of Directors delays such termination.

**Section 6. Number of Members.** The total number of College members for the current year shall be determined by the number of members as of December 31<sup>st</sup> of the prior year.

## **ARTICLE IV Ethics**

**Section 1. Principles.** The most current edition of the AOA’s Code of Ethics shall be the principles of ethics of the College.

**Section 2. Grounds for Removal.** Membership rights may be suspended or terminated for any of the following reasons: failure to comply with these Bylaws, the principles of ethics of the College, or any other policies, rules, or regulations of the College; limitation, suspension, revocation, or forfeiture by any state, province or country of the member’s right to practice medicine; unauthorized use of the College’s name, logo, or other symbols on stationery, publications, symposia advertisements, printed materials or in any other manner; and immoral, dishonorable, or unprofessional conduct consideration prejudicial to the best interests of, or inconsistent with the purposes of the College.

**Section 3. Procedures.** Suspension or termination of membership rights shall be by a majority of the Board of Directors present and voting at a duly called meeting of the Board of Directors at which a quorum is present provided that statement of the charges shall have been mailed by certified mail or

other trackable and verifiable methods of delivery to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered, and the member shall have the opportunity to respond in writing before the Board of Directors takes action. Hearings involving charges of violations of the College's principles of ethics shall be conducted in accordance with AOA guidelines, and any suspension or termination of membership rights resulting from a violation of the College's principles of ethics shall be reported to the Executive Director of the AOA for ultimate review by the AOA Board of Trustees, and shall be accompanied by the record of such proceeding.

## **ARTICLE V**

### **Membership Meetings**

**Section 1. General Membership Meetings.** There will be General Membership Meetings of the College for transaction of College business, including the outcome of the annual election of Board Members. General Membership Meetings will be held in conjunction with the Annual Spring Seminar and the Scientific Assembly.

The outcome of the annual election of the Board of Directors members will be announced at the Membership Meeting held in conjunction with the Scientific Assembly. Results of any business items requiring official action of the membership of the College shall be announced at either general membership meeting.

Written notice of the time and place of the General Membership Meeting of the College will be forwarded to each College Member at least thirty (30) days in advance of the time of such meeting, or notice of such meeting will be published in an issue of the official publication of the College and on its official website.

**Section 2. Special Meetings.** Special meetings of the membership of the College may be called at the request of the President or any three (3) members of the Board of Directors, or at the written request of twenty percent (20%) of the members of the College entitled to vote. The Board of Directors shall determine the time and place for holding special meetings.

**Section 3. Notice.** Notice of any annual or special meeting of the members shall state the time, place, and purpose of the meeting, and shall be delivered not more than sixty (60) days or not less than thirty (30) days prior to the date of such meeting, unless otherwise required by applicable law.

**Section 4. Quorum.** Ten percent (10%) of the voting members of the College represented in person or by proxy shall constitute a quorum for the transaction of business at any duly called meeting of the members, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice.

**Section 5. Manner of Acting.** The act of a majority of the voting members present (in person or by proxy) at a duly called meeting at which a quorum is present shall be the act of the members unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

**Section 6. Mail and Electronic Voting.** Voting by standard mail, e-mail or electronic polling of members shall be permitted in lieu of a vote at a duly called meeting for any item of business, including the election of Board of Directors. A mail vote may be called by the Board of Directors or upon written request to the Secretary of at least two-thirds ( $\frac{2}{3}$ ) vote of the voting members. For the election of Board members, the act of a majority of five percent (5%) or more voting members submitting or returning ballots by a certain date shall be an act of the members. For matters other than the election of directors, the act of a majority of twenty percent (20%) or more voting members by a date certain shall be an act of the members, unless the action of a greater number is required by law, the Articles of Incorporation or these Bylaws.

## ARTICLE VI

### Dues and Assessment

The initial and annual dues for all members of the College, and the time for paying such dues and other assessment, if any, shall be determined from time to time by the Board of Directors. Under special circumstances, the Board of Directors may waive the annual dues and/or assessment for any member.

## ARTICLE VII

### Board of Directors

**Section 1. Authority and Responsibility.** The affairs of the College shall be managed by the Board of Directors, which shall have supervision, control, and direction of the affairs of the College, shall determine its policies or changes therein within the limits of these Bylaws shall actively promote its purposes and shall have discretion in the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

**Section 2. Composition.** The Board of Directors shall be composed of sixteen (16) Board members, to include ten (10) at-large Board members, the President of the ACOEP RSO and Vice-President of RSO Student Affairs, the President, President-Elect, Immediate Past President of the College, Past President, and the FOEM President with voting rights.

**Section 3.** Only Active, Active-Exempt, Fellow, and Distinguished Fellow members are eligible to serve on the Board of Directors.

**Section 4. Terms / Elections.** Directors shall serve a three-year (3) term of office. No individual shall serve on the board of directors for more than a total of nine (9) years, excluding the completion of any partial or un-expired terms. Elections for expired or unfilled terms of office shall occur at the annual fall membership meeting of the ACOEP.

The directors shall take office immediately upon the conclusion of the fall meeting at which their election is announced and shall continue in office until the conclusion of the annual meeting at which their term expires. Nominees must be present at the time they are elected to the board. Nominees not in attendance shall automatically forfeit their seat on the board to the candidate with the next highest vote totals in attendance. Exceptions to this due to unforeseen circumstances may be made at the discretion of the president.

Members who have served partial terms, of less than nine (9) years in length may self-nominate for additional terms on the board, however, their total time as a member of the board may not exceed a total of nine years, unless the member is elected to the term of president-elect, at which time his or her term will be protected to allow for the extension of time served on the board.

If a member has served for a term of nine (9) years and retires from the board, he or she will not be eligible to return to board service for a period of three-years at which time he or she may self-nominate and be considered for a board nomination.

Members of the board of directors representing the ACOEP resident/student organization shall serve one-year terms and may be reappointed by their peers for an additional one-year term in office.

**Section 5. Regular Sessions.** The Board of Directors may provide by resolution the time, date, and place for the holding of regular meetings of the Board of Directors.

**Section 6. Special Meetings.** Special meetings of the Board of Directors may be called by, or at the request of, the President or upon a written request to the Secretary of three (3) members of the Board of Directors. Notice of any special meeting of the Board of Directors shall state the time, date and place of the meeting and shall be delivered at least thirty (30) days prior to the date of such meeting; provided, however, that notice of any special meeting held by telephone conference call may be delivered at least forty-eight (48) hours prior to the call. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called and convened.

**Section 7. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors; provided that, if less than a quorum is present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

**Section 8. Manner of Acting.** The act of a majority of Directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

**Section 9. Resignation and Removal.** Any Director may resign at any time by giving written notice to the Secretary. In addition, any Director may be removed by a two-thirds ( $\frac{2}{3}$ ) vote of the members of the Board, whenever, in their judgment, the best interests of the College would be served by such removal.

**Section 10. Vacancies.** In the event of the death, resignation, or incapacity of a Director, the Board of Directors shall appoint an individual to serve on the Board until the conclusion of the next annual meeting of the members, or until the election and qualification of his or her successor.

**Section 11. Action by Written Consent.** Any action requiring a vote of the Board of Directors may be taken without a meeting if written consent setting forth the action taken, is signed by all of the Directors entitled to vote with respect to the subject matter thereof. This written consent may be in the form of an email to take such action.

**Section 12. Meeting by Conference Call.** Any meeting of the Board of Directors or any action to be taken at a meeting may occur through the use of synchronous meetings via conference call or a virtual platform or may occur by asynchronous means via email with action items that require a written response. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating.

**Section 13. Absences.** Directors are required to attend no less than two-thirds ( $\frac{2}{3}$ ) of the scheduled meetings of the Board of Directors held during their term in office. Should any Director absent himself or herself from more than two-thirds ( $\frac{2}{3}$ ) of the scheduled meetings held during his or her term, or absent himself or herself unreasonably from three (3) consecutive meetings of the Board, without delivering written notice to the Secretary stating his or her reason for so doing or should any Director's excuse not be accepted by the concurring two-thirds ( $\frac{2}{3}$ ) vote of the Directors then in office (other than such Director) present and voting at a meeting of the Board of Directors his or her resignation shall be deemed to have been tendered and accepted, his or her seat on the Board shall be declared vacant, and the Board may forthwith proceed to fill the vacancy.

**Section 14. Nominations.** The Board of Directors shall review and approve the list of qualified candidates submitted by the College's Nominations Committee to succeed those Directors whose terms shall expire at the conclusion of the next annual membership meeting held in conjunction with the Scientific Assembly of the College.

## **ARTICLE VIII**

### **Officers**

**Section 1. Officers.** The officers of the College shall be a President, President-elect, Secretary, and Treasurer. The Board of Directors may elect or appoint such other officers as it shall deem desirable and such officers shall have the authority and perform the duties prescribed from time to time, by the Board of Directors. No two offices may be held simultaneously by the same person.

**Section 2. President.** The President shall, in general, oversee the business affairs of the College, subject to the direction and control of the Board of Directors. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Board of Directors authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except documents the execution of which shall expressly be delegated by law, the Articles of Incorporation, these Bylaws, or



the Board of Directors to some other officer or agent of the Board of Directors. The President shall appoint all committee chairs and board committee liaisons subject to the approval of the Board of Directors, except as otherwise provided by these Bylaws. The President shall be an ex officio member of all committees, except the Nominating Committee or as otherwise provided by these Bylaws. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors.

**Section 3. President-elect.** The President-elect shall perform such duties as may be assigned from time to time by the President or the Board of Directors. The President-elect shall assume the duties of the President in the absence of the President, and shall succeed to the office of President in the event of the death, resignation, removal, or incapacity of the President and the President-elect shall automatically succeed to the office of President at the conclusion of his or her term in office as President-elect.

**Section 4. Secretary.** The Secretary shall ensure that minutes of the meetings of the Board of Directors and the membership are maintained; shall see that all notices are duly given in accordance with applicable law, shall be the custodian of the corporate records, including the Articles of Incorporation, and these Bylaws; shall ensure that a record of the mailing address of each member of the College is kept current to the best of the ability of the College; and, in general, shall perform all duties customarily incident to the office of secretary and such other duties as may be assigned from time to time by the President or the Board of Directors. The Board of Directors may assign the duties of the Secretary in whole or in part to the Executive Director.

**Section 5. Treasurer.** The Treasurer shall be the principal accounting and financial officer of the College and shall have charge of and be responsible for the maintenance of adequate books of the College; shall have charge and custody of all funds and securities of the College, and be responsible for the receipt and disbursement thereof; shall deposit all funds and securities of the College in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article XI of these Bylaws; and, in general, shall perform all of the duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or Board of Directors. The Board of Directors may assign the duties of the Treasurer in whole or in part to the Executive Director.

**Section 6. Election and Appointment.** The President-elect, Secretary, and Treasurer shall be nominated and elected by the Board of Directors from amongst its members at a meeting of the Board of Directors at which the election of officers is in the regular order of business. The President-elect, Secretary, and Treasurer shall take office immediately following the conclusion of such board meeting and shall continue in office until their successors are duly elected and qualified.

**Section 7. Term.** Officers shall serve a one-year term in office. The Secretary and Treasurer may not serve more than two (2) consecutive terms in office. The President-Elect and President shall serve a one-year term. Once the President's term is completed, he/she shall serve a one-year term as the Immediate-Past President followed by a one-year term as Past President. In the event that the term of the Immediate Past President does not end with his or her term on the Board he or she shall be

ineligible to hold any officer position for the remainder of his or her term on the Board. Past Presidents who complete their term on the Board will be prohibited from re-entering the election process for a Board Position. He or she may serve in an advisory capacity at large to the Board or may fill open positions on the Board at the discretion of the President until such time as a regular election of the Membership is conducted.

**Section 8. Removal of Officers.** The Board of Directors may remove any officer whenever in its judgment the best interests of the College will be served thereby. Such removal shall require the affirmative vote of two-thirds ( $\frac{2}{3}$ ) of the directors then in office or present at a meeting of the Board of Directors at which a quorum is present. Election or appointment of an officer or agent shall not of itself create any contract rights.

**Section 9. Officer Vacancies.** Vacancies in any office shall be filled by the Board of Directors, without any undue delay, at its next scheduled meeting, or at a special meeting called for that purpose. An officer elected pursuant to this Section shall hold office until the next meeting of the Board of Directors at which the election of officers is in the regular order of business, or until such other date as the Board of Directors may designate.

## **ARTICLE IX**

### **Executive Director**

The administrative and day-to-day operation of the College shall be the responsibility of a salaried staff individual responsible to the Board of Directors. This senior contracted or salaried staff individual shall have the title of "Executive Director." The Executive Director shall have the authority to execute contracts on behalf of the College when and within the limits and as approved by the Board of Directors. The Executive Director may carry out such other duties as may be specified by the Board of Directors. The Executive Director shall employ and may terminate the employment of members of the staff necessary to carry out the work of the College. Except as otherwise set forth in these Bylaws or as directed by the President or Board of Directors, the Executive Director shall be invited to attend and participate in all meetings of the College's committees, and shall be invited to attend and participate in all meetings of the Board of Directors and its Executive Committee in an ex officio, non-voting capacity.

## **ARTICLE X**

### **Awards and Honors**

**Section 1. Types of Awards.** Annual or Special Awards to recognize individuals or groups for outstanding contributions or support of the overall or components of the College's Mission or objectives may be established by a  $\frac{3}{4}$  majority resolution of the Board of Directors. In addition, Honorary Membership shall be considered in this category. Discontinuation of an Annual Award and the criteria for consideration for each category of award shall be determined by a majority vote of the Board of Directors.

**Section 2. Naming of Awards.** Any category of Award may be named in honor of an individual, provided that the individual is not and has not been a member of the Board of Directors or College Staff during

the past year. In the event that an Award is being named in a honor of a deceased person, approval of the Award should be deferred for one year. In all cases, naming of an Award requires a  $\frac{3}{4}$  majority resolution of the Board of Directors, and naming may be removed at any time by a majority vote of the Board of Directors.

## **ARTICLE XI**

### **Committees**

#### **Section 1. Standing Committees**

**(a) Executive Committee.** The Executive Committee shall consist of the President, President-elect, Secretary, Treasurer, and the College's Immediate Past President. If the College's Immediate Past President is unwell or unable to serve, the individual that served as President immediately preceding the Immediate Past President shall be asked to serve on the Executive Committee. The Executive Director shall be invited to attend and participate in all Executive Committee meetings. The President shall serve as the chair of the Executive Committee.

**(1) Authority.** The Executive Committee shall have the authority to carry out the business and functions of the College between meetings of the Board of Directors, except as otherwise set forth in these Bylaws or the Illinois General Not For Profit Corporation Act of 1986, as may be amended from time to time, reporting to the Board of Directors any action; but the delegation of authority to the Executive Committee shall not operate to relieve the Board of Directors or any individual Officer or Director of any responsibility imposed by law.

**(2) Meetings and Voting.** The Executive Committee shall meet in person or by conference call upon the request of the President or a majority of the Executive Committee. Each member shall have one (1) vote. Three (3) members of the Executive Committee shall constitute a quorum for the transaction of business at any duly called meeting of the Executive Committee; provided that, if less than a quorum is present at said meeting, a majority of the members present may adjourn the meeting without further notice. The act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the Executive Committee.

#### **(b) Nominating Committee**

A committee of members will be appointed by the President, who will serve staggered, three-year terms, in accordance with the existing policies of the College. The purpose of this Committee will be to develop a list of qualified candidates for positions of the Board of Directors and to present this list to the Board annually for its approval at its regularly scheduled spring meeting.

The list must contain a sufficient number of qualified, vetted candidates who meet or exceed the requirements as identified by existing, available positions on the Board for any year. The Board will publish a ballot containing sufficient candidates to reflect at least 150% of the available positions to the membership annually in July.

**(c) Awards and Fellowship Committee.** The Awards and Fellowship Committee shall consist of the Immediate Past President, President-Elect, the prior years Awards Winners, and other members as appointed by the President. It shall be Chaired by the Immediate Past President.

**(d) Other Standing Committees.** Other Standing Committees. (c) Other committees not having the authority of the Board of Directors may be established by resolution of the Board of Directors to carry out the purposes of the College. The resolution establishing such a committee shall set forth the committee's purpose, composition, and duties as described in the Policies and Procedures Manual of the College.

**Section 2. Ad Hoc Committees.** The President may appoint such ad hoc committees as are necessary or appropriate to carry out the purposes of the College. An ad hoc committee created by the President shall terminate with the expiration of the President's term of office. Ad hoc committees may be established for longer periods with the approval of the Board of Directors.

**Section 3. Appointment.** Unless otherwise provided by these Bylaws or the resolution establishing the committee, the President, with the approval of the Board of Directors, shall appoint the chair, vice chair and board liaison to each committee. the committee chair, vice chair and board liaison shall select committee members and present the nominees to the president for approval. Only Active, Active/Exempt, and Life Members shall be eligible to serve as a committee chairperson. The chair upon approval of the Board of Directors may remove any member of any committee.

**Section 4. Vacancies.** Except as otherwise provided herein, vacancies in the membership of a committee shall be filled by appointments made in the same manner as the original appointments to that committee.

**Section 5. Quorum and Manner of Acting.** Unless otherwise provided in the resolution establishing a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee.

**Section 6. Policies and Procedures.** The Board of Directors shall develop and approve general policies and procedures for the operation of all committees. All committees shall report to the Board of Directors, and Committee Chairs must submit budget requests to the Board of Directors and receive approval prior to committing expenditures.

## **ARTICLE XII**

### **Finance**

**Section 1. Payment and Indebtedness.** All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the College shall be signed by such officer, officers, agent, or agents of the College and in such manner as shall from time to time be

determined by resolution of the Board of Directors and contained within the policies and procedures of the College. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President.

**Section 2. Deposits.** All funds of the College shall be deposited to the credit of the College in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 3. Bonding.** The Board of Directors shall provide for bonding of such officers and employees of the College as it may from time to time determine.

**Section 4. Gifts.** The Board of Directors may accept on behalf of the College any contribution, gift, bequest or devise for the general purposes or for any special purpose of the College.

**Section 5. Books and Records.** The College shall keep correct and complete books and records of account and shall keep minutes of proceedings of its members, the Board of Directors, and any committees having the authority of the Board of Directors. The books and accounts of the College shall be audited by accountants selected by the Board of Directors and as described in the policies and procedures of the College.

**Section 6. Fiscal Year.** The fiscal year of the College shall be determined from time to time by the Board of Directors.

## **ARTICLE XIII**

### **Waiver of Notice**

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XIV**

### **Indemnification of Directors and Officers**

The College shall indemnify and hold harmless all Officers, Directors, and committee members of the College to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as amended from time to time, and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined from time to time by the Board of Directors.

## **ARTICLE XV**

### **Amendments**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of at least twenty-five percent (25%) of the voting members, voting in person or by proxy, provided that the substance of the alteration, amendment or repeal has been approved by the Board of Directors and

submitted in writing to the membership not more than sixty (60) and not less than thirty (30) days prior to the date by which the same is to be considered.

## **ARTICLE XVI**

### **Dissolution**

In the event of the dissolution of the College, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the College, dispose of all of the remaining assets of the College (except any assets held by the College upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the College in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future United States Internal Revenue statute, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction in such manner, or to such organization or organizations, which are organized and operated exclusively for such purposes, as said court shall determine.

## **ARTICLE XVII**

### **Use of Electronic Communication**

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

### **Adopted by Membership or Amended**

October 16, 2006    February 2007

April 29, 2011      July 15, 2011

April 10, 2015      July 17, 2015

April 7, 2019        October 15, 2020

October 15, 2021    October 28, 2022