

**American Society for Dermatologic Surgery  
Bylaws**

**Article I  
Name and Purposes**

**Section 1. Name**

The name of this corporation shall be the American Society for Dermatologic Surgery (hereinafter the "Society").

**Section 2. Purposes**

The purposes of the Society shall be to foster, promote, support, augment, develop and encourage investigative knowledge in dermatologic surgery; to promote the highest possible standards in clinical practice, continuing education, and research in dermatologic surgery; to promote the highest standards of patient care and promote the public interest relating to dermatologic surgery; and to provide a forum for the exchange of ideas and methodology for dermatologic surgery and related basic sciences.

**Article II  
Offices**

The Society 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 below for each category of membership in the Society; (ii) shares interest in and supports the purposes of the Society; (iii) abides by these Bylaws, the code of ethics of the Society and such other rules and regulations as the Society may adopt; and (iv) meets such additional criteria for each category of membership in the Society as the Board of Directors may from time to time establish:

(a) Fellows:

Any physician in good standing who resides in the United States or Canada and who has been certified in dermatology by the American Board of Dermatology or by the Royal College of Physicians and Surgeons of Canada shall be eligible to be a Fellow. Fellows shall have the rights to attend membership meetings, to participate in discussion, to vote on matters submitted to a vote of the membership, to hold elective office and to serve on committees and councils. Fellows shall be obligated to pay all dues and assessments imposed on Fellows under Article V of these Bylaws.

(b) Corresponding Fellows:

Any physician in good standing who does not reside in the United States or Canada and who is a teacher or researcher or has three years of experience specializing in the practice of dermatology shall be eligible to be a Corresponding Fellow. Educational and professional requirements for Corresponding Fellows shall be equivalent to the

requirements for certification by the American Board of Dermatology. Corresponding Fellows shall have all rights of Fellows except that they shall not be eligible to serve in any elective office. Corresponding Fellows shall be obligated to pay all dues and assessments imposed on Corresponding Fellows under Article V of these Bylaws.

(c) Associates:

Any physician in good standing who resides in the United States or Canada; has three (3) years of experience specializing in the practice of dermatology or is a teacher or graduate student of dermatology; and who meets or is pursuing the educational requirements for the certification examination in dermatology by the American Board of Dermatology or Royal College of Physicians and Surgeons of Canada shall be eligible to be an Associate. Associates shall have all of the rights of Fellows except that they shall not be eligible to serve in any elective office. Associates shall be obligated to pay all dues and assessments imposed upon Associates under Article V in these Bylaws.

(d) Osteopathic Affiliates:

Any osteopathic dermatologist in good standing who resides in the US or Canada and who is board- certified by the American Osteopathic Board of Dermatology or who has previously been an osteopathic dermatology member of ASDS in good standing shall be eligible to be an Osteopathic Affiliate. Osteopathic Affiliates shall have all of the rights of Fellows except they shall not be eligible to serve in any elective office. Osteopathic Affiliates shall be required to pay all dues and assessments as imposed on Osteopathic Affiliates in Article V of these Bylaws.

(e) Osteopathic Associate:

Any osteopathic physician in good standing who resides in the United States who meets or is pursuing the educational requirements for the certification examination in dermatology by the American Osteopathic Board of Dermatology. Osteopathic Associates shall have all the rights of Fellows except that they shall not be eligible to serve in any elective office. Osteopathic Associates shall be obligated to pay all dues and assessments imposed upon Osteopathic Associates under Article V in these Bylaws.

(f) Life Fellows:

A Fellow in good standing, who (i) has reached the age of seventy (70) years and been a member of the ASDS for at least twenty (20) years, or (ii) has reached the age of sixty-five (65) and been a member for at least thirty (30) years and is semi-retired from practice (less than 400 hours per year), or (iii) or has fully retired from practice at any age, shall be made a Life Fellow upon written request to the Secretary and approval by the Board of Directors. A Life Fellow shall have all of the rights of Fellows. Life Fellows shall not be required to pay dues or assessments, but shall be required to pay fees for meeting registration, events, and other services or products provided, including, without limitation, any periodicals sponsored, endorsed and/or published by the American Society for Dermatologic Surgery.

(g) Corresponding Life Fellows:

A Corresponding Fellow in good standing, who (i) has reached the age of seventy (70) years and been a member of the ASDS for at least twenty (20) years, or (ii) has reached the age of sixty-five (65) and been a member for at least thirty (30) years and is semi-retired from practice (less than 400 hours per year), or (iii) or has fully retired from practice at any age, shall be made a Corresponding Life Fellow upon written request to

the Secretary and approval by the Board of Directors. A Corresponding Life Fellow shall have all of the rights of Corresponding Fellows. Corresponding Life Fellows shall not be required to pay dues or assessments, but shall be required to pay fees for meeting registration, events, and other services or products provided, including, without limitation, any periodicals sponsored, endorsed and/or published by the American Society for Dermatologic Surgery.

- (h) **Honorary Fellows:**  
An Honorary Fellow shall be a Fellow or Life Fellow who has made an outstanding contribution to the Society and the field of dermatologic surgery recommended by the Board of Directors. Honorary Fellows shall have all of the rights of Fellows. Honorary Fellows shall not pay dues, assessments, or costs associated with any periodicals sponsored, endorsed and or/published by the American Society for Dermatologic Surgery, but will pay fees for meeting registration, events, and other products or services not identified herein.
- (i) **Honorary Affiliates:**  
An Honorary Affiliate shall be a person who has made significant contributions to the Society and/or the field of dermatologic surgery recommended by the Board of Directors. Honorary Affiliates shall have all of the rights of Fellows except the right to vote and hold an elective office. Honorary Affiliates shall not be required to pay dues or assessments, but shall be required to pay fees for meeting registration, events, and other services or products provided, including, without limitation, any periodicals sponsored, endorsed and/or published by the American Society for Dermatologic Surgery.
- (j) **Resident:**  
Any physician in good standing who resides in the United States or Canada and who is in an ACGME-accredited dermatology residency program shall be eligible to be a Resident. Residents shall have all of the rights of Fellows except that they shall not be eligible to vote or hold elective office. Residents shall not pay dues or assessments.
- (k) **Osteopathic Residents:**  
Any physician in good standing who resides in the United States or Canada and who is in an AOCD-approved dermatology residency program shall be eligible to be an Osteopathic Resident. Osteopathic Residents shall have all of the rights of Fellows except that they shall not be eligible to vote or hold elective office. Osteopathic Residents shall not pay dues or assessments.
- (l) **Trainee:**  
Any physician in good standing who resides in the United States or Canada and who is in an approved fellowship training program shall be eligible to be a Trainee. Trainees shall have all of the rights of Fellows except that they shall not be eligible to vote or hold elective office. Trainees shall be required to pay all dues and assessments imposed upon Trainees under Article V of these Bylaws.
- (m) **Adjunct:**  
Any individual who works for a commercial firm, consultant or other organization that supplies products and/or services to the dermatology/dermatologic surgery market and who is not directly involved in patient care shall be eligible to be an Adjunct Member. Adjunct Members shall have the right to attend membership meetings and to serve on committees and councils, but shall not be eligible to vote or serve in any elective office.

Adjunct Members shall be obligated to pay all dues and assessments imposed on Adjunct members under Article V of these Bylaws.

### **Section 2. Application and Election**

The Board of Directors shall from time to time adopt an application form and procedures to facilitate the consideration of applicants for membership in the Society. The Board, or its designee(s), shall evaluate the credentials of all applicants and determine, based on the criteria set forth in these Bylaws and such other guidelines as the Board may prescribe, whether individual applicants meet the qualifications necessary for membership. Names of those applicants shall be elected upon the affirmative vote of the Board of Directors. Those approved for membership shall be circulated to the membership.

### **Section 3. Dual Membership**

An individual who applies for and meets the criteria for membership in a particular category of membership as determined by the Society shall become a member of both the Society and the American Society for Dermatologic Surgery Association (the "Association") in that same category.

### **Section 4. Resignation**

Members may resign from the Society at any time by giving written notice to the Secretary; provided, however, that such resignation also shall constitute resignation from the Association.

### **Section 5. Reinstatement**

Members whose membership is terminated for non-payment of dues or assessments shall be reinstated in the Society and the Association upon payment of current dues and assessments.

### **Section 6. Ethics and Discipline**

- (a) **Grounds for Discipline.** A member may be disciplined for any of the following reasons:
- (i) failure to comply with these Bylaws, the principles of ethics of the Society, or any other rules or regulations of the Society;
  - (ii) conviction of a felony or crime related to, or arising out of, the practice of medicine or involving moral turpitude;
  - (iii) limitation, suspension, revocation, or forfeiture by any state, province or country of the member's right to practice medicine;
  - (iv) unauthorized use of the Society's name, logo, or other symbols on stationery, publications, advertisements, printed material or in any other manner; or
  - (v) immoral, dishonorable, or unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of the Society including, without limitation, any conduct determined to constitute a basis for discipline by the Association.
- (b) **Procedures.** Discipline, which shall include, but not be limited to, censure, suspension, and expulsion, shall be by a two-thirds majority of the Board of Directors. A statement of the charges will be mailed by certified or overnight mail 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 at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the

Board. The Board may adopt additional policies and procedures regarding the investigation and referral of any disciplinary matters. Any disciplinary action taken against a member of the Society shall be deemed to apply equally to such individual's membership in the Association.

### **Section 7. Automatic Termination**

The membership of any member who is in default of payment of dues or assessments, or otherwise becomes ineligible for membership shall be terminated automatically, unless such termination is delayed by the Board. Any termination of membership in the Association shall constitute termination of the individual's membership in the Society.

## **Article IV Membership Meetings**

### **Section 1. Annual Meeting**

An annual meeting of the members of the Society shall be held at such time and place as shall be determined by the Board of Directors.

### **Section 2. Special Meetings**

Special meetings of the members of the Society may be called at the request of the Board of Directors or at the written request of 10% of the members of the Society. The time and place for holding special meetings shall be determined by the Board.

### **Section 3. Notice**

Notice of any annual or special meeting of the members shall state the time, date, place and purpose of the meeting. Notice of any annual or special meeting shall be delivered not more than sixty (60) and not less than fifteen (15) days prior to the date of such meeting, unless otherwise required by applicable law.

### **Section 4. Quorum**

Three percent (3%) of the members of the Society eligible to vote shall constitute a quorum for the transaction of business at any duly called annual meeting of the members. Ten percent (10%) of the members of the Society eligible to vote shall constitute a quorum for the transaction of business at any duly called special meeting of the members. In either case, if less than a quorum is present, a majority of the members eligible to vote and present may adjourn the meeting to another time without further notice.

### **Section 5. Manner of Acting**

The act of a majority of the members eligible to vote and present 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 Vote**

Voting by mail transmitted by the postal service or electronically shall be permitted in lieu of a meeting for any item of business. A mail vote may be called by the Board of Directors or upon written request to the Secretary of at least 10% of the members eligible to vote. For the election of officers and directors, the act of a majority of twenty percent (20%) or more members eligible to vote and returning ballots by a date certain shall be an act of the members. For matters other than the election of officers and directors, the act of a majority of ten percent (10%) or more members eligible to vote by a date certain shall be an act of the members.

## **Article V Dues and Assessments**

The combined annual dues for all members of the Society and the Association shall be determined, from time to time, by a vote of the majority of the Society/Association members eligible to vote and present at a special meeting thereof, in person or by proxy, provided that any proposed amount shall have been first approved by the Boards of Directors of the Society and the Association. The Boards of Directors of the Society and the Association shall have the discretion to adjust the amount of annual dues paid by each dues-paying member to each organization, provided that members' combined annual dues are not increased. The time for paying such dues and other assessments, if any, shall be determined from time to time by mutual agreement of the Society and Association Boards of Directors. The membership of any member who is ninety (90) days in default in the payment of any dues or assessments shall be terminated automatically unless such termination is delayed by the Boards of Directors. Under special circumstances, the Boards may waive the annual dues and/or assessments for any member or group of members.

## **Article VI Officers**

### **Section 1. Officers**

The officers of the Society shall be the President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past President. Except as otherwise provided in the bylaws, no two offices may be held simultaneously by the same person and no member may serve in the same office for consecutive terms. The Vice President, Secretary, and Treasurer, at the time of assuming office, each must have served at least three (3) years on the Board of Directors. Those individuals elected to serve as officers of the Society shall serve in the same office in the Association for the same tenure.

### **Section 2. President**

The President shall be the principal officer of the Society and shall preside at all membership, Board of Directors, and Executive Committee meetings. The President shall perform all duties and exercise all powers incident to the office of President and such other duties as may be prescribed from time to time by the Board. The President shall be an ex-officio member of all committees, but shall not vote on any question in any committee except the Executive Committee or where such vote is necessary to break a tie. At the conclusion of the annual membership meeting, the President shall succeed to the office of Immediate Past President.

### **Section 3. President-Elect**

The President-Elect shall assist the President in the discharge of the duties of the President as the President may direct, and shall perform such other duties as may be assigned from time to time by the President or the Board. In the absence of the President, the President-Elect shall perform the duties of the President. The President-Elect shall succeed to the presidency at the conclusion of the annual membership meeting the year following service as President-Elect, or in the event of the death, resignation, removal, or incapacity of the President.

### **Section 4. Vice President**

The Vice President shall perform such duties as may be assigned from time to time by the President or the Board. The Vice President shall succeed to the office of President-Elect at the

conclusion of the annual membership meeting the year following election to the office of Vice President, or in the event of the death, resignation, removal, or incapacity of the President-Elect.

#### **Section 5. Secretary**

The Secretary shall keep minutes of the meetings of the Board of Directors and the membership; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation and these Bylaws; shall be custodian of the corporate records; shall keep a record of the mailing address of each member of the Society; 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. The duties of the Secretary may be assigned by the Board in whole or in part to the Executive Director.

#### **Section 6. Treasurer**

The Treasurer shall be the principal accounting and financial officer of the Society and shall have charge of and be responsible for the maintenance of adequate books of account for the Society; shall have charge and custody of all funds and securities of the Society, and be responsible therefore, and for the receipt and disbursement thereof; shall deposit all funds and securities of the Society in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article X of these Bylaws; shall serve as chair of the Finance Committee, shall serve as an ex-officio member of the Audit Committee; 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 the Board of Directors. The duties of the Treasurer may be assigned by the Board in whole or in part to the Executive Director.

#### **Section 7. Immediate Past President**

The Immediate Past President shall perform such duties as may be assigned from time to time by the President or the Board.

#### **Section 8. Historian/Parliamentarian**

The Historian/Parliamentarian may attend all meetings of the Board, but shall not have the right to vote at any meeting. When requested by the President or Board, the Historian/Parliamentarian shall provide historical background on matters under consideration by the Board, shall advise the President and Board on parliamentary procedures and shall perform such duties as may be assigned from time to time by the President or Board. The Historian/Parliamentarian shall have the right to hold another office.

### **Article VII Board of Directors**

#### **Section 1. Authority and Responsibility**

The affairs of the Society shall be managed by a Board of Directors, which shall have supervision, control and direction of the affairs of the Society, shall determine its policies or changes therein within the limits of the law and of these Bylaws, shall actively promote its purposes and have discretion in the disbursement of its funds. The Board 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, Nomination, Election, and Term**

- (a) The Board shall be composed of 20 members as follows: the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President,

Historian/Parliamentarian, Executive Director, Journal Editor, two (2) Resident Representatives and nine (9) Members-at-Large. In addition, the Executive Director, Historian/Parliamentarian, two (2) Resident Representatives and Journal Editor shall be non-voting, ex-officio members of the Board. With the exception of the Journal Editor and the Historian/Parliamentarian, those individuals elected or appointed to serve on the Society Board of Directors shall serve in the same position on the Association Board of Directors for the same tenure.

- (b) The Vice President shall be elected for a one-year term by the members eligible to vote. The President, President-Elect, and Immediate Past President shall automatically succeed to office in the manner set forth in Article VI above. The Treasurer shall be elected by members eligible to vote for a three-year term. The Secretary and Historian/Parliamentarian shall be appointed by the Board for three-year terms. The Resident Representatives shall be appointed by the Board for a two-year term. Except as otherwise provided in these Bylaws, no officer other than the Historian/Parliamentarian may serve for a maximum of two consecutive full terms in the same office.
- (c) The Members-at-Large shall be elected by the Voting Members for three-year staggered terms. Members-at-Large may not serve consecutive terms as Members-at-Large.
- (d) The Resident Representatives shall be appointed by the Board for two-year staggered terms. Resident Representatives may not serve consecutive terms in the same position.
- (e) Newly elected or appointed Board members shall take office at the annual meeting of the members of the Society which immediately follows their election or appointment and shall continue in office until their successors are duly elected and qualified.

### **Section 3. Regular Meetings**

A regular meeting of the Board of Directors shall be held in conjunction with the annual meeting of the members of the Society. The Board may provide by resolution the time, date and place for the holding of a regular annual meeting of the Board and additional regular meetings of the Board without other notice than such resolution.

### **Section 4. Special Meetings**

Special meetings of the Board may be called by, or at the request of, the President or upon a written request to the Secretary of five (5) members of the Board.

Notice of any special meeting of the Board shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting, provided that notice of any special meeting held by telephone conference call is delivered at least twenty-four (24) 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 any business because the meeting is not lawfully called and convened.

### **Section 5. Quorum**

Fifty percent (50%) of the voting members of the Board shall constitute a quorum for the transaction of business at any duly called meeting thereof; provided, that, if less than a quorum is present at said meeting, a majority of the Board members present may adjourn the meeting from time to time without further notice.



### **Section 6. Manner of Acting**

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

### **Section 7. Resignation and Removal**

Any Board member may resign at any time by giving written notice to the Secretary. In addition, any Board member may be removed by an affirmative vote of the individuals who appointed him or her, whenever, in their judgment, the best interests of the Society would be served by such removal. Any resignation or removal of a director from either the Society or the Association Board of Directors shall constitute the resignation or removal from both Boards of Directors.

### **Section 8. Vacancies**

In the event of the death, resignation, removal, or incapacity of the Vice President the Board may appoint an individual to fill the vacant office until the next annual membership meeting or until the next regular annual nomination and election process, whichever comes first. In either case, the Nominating Committee shall follow its customary nomination and election procedures set forth in Section IX(b) below. In the event of the death, resignation, removal, or incapacity of the Treasurer or a Board Member-at-Large, the Board may appoint an individual to fill the vacant office for the remainder of the term.

### **Section 9. Action by Written Consent**

Any action requiring a vote of the Board may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the directors.

### **Section 10. Meeting by Conference Call**

Any action to be taken at a meeting of the Board may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating.

## **Article VIII Executive Director**

The administrative and day-to-day operation of the Society shall be the responsibility of a salaried staff head or third party organization employed or appointed by, and responsible to, the Board of Directors. The salaried staff head or, in the case of a third party organization, chief staff officer designated by the organization shall have the title of "Executive Director." The Executive Director shall have the authority to execute contracts on behalf of the Society and as approved by the Board. The Executive Director may carry out the duties of the Secretary and Treasurer of the Society and perform such other duties as may be specified by the Board. The salaried staff head or firm shall employ and may terminate the employment of members of the staff necessary to carry out the work of the Society. The Executive Director shall be a nonvoting, ex-officio member of the Board.

## Article IX Committees

### Section 1. Standing Committees

#### (a) Executive Committee

- (i) **Composition.** The Executive Committee shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past President. In addition, the Executive Director shall serve as a non-voting, ex-officio member of the Executive Committee.
- (ii) **Duties.** The Executive Committee may exercise the authority of the Board in the management of the business and affairs of the Society between meetings of the Board, subject at all times to applicable law, the Articles of Incorporation and Bylaws of the Society and the prior rules, resolutions, and regulations adopted or promulgated by the Board. The Executive Committee will report to the Board of Directors.
- (iii) **Quorum and Manner of Acting.** A majority of the members of the Executive Committee, which must include the President, shall constitute a quorum for the transaction of business. Meetings may be called by the President or by any two Executive Committee members.

#### (b) Nominating Committee

- (i) **Composition, Appointment and Term.** The Nominating Committee shall consist of five (5) Fellows. Three (3) members of the Committee shall be the three (3) most recent available Past Presidents of the Society other than the Immediate Past President. The two (2) remaining members of the committee shall be Fellows appointed by the President and approved by the Board who are not, at the time of appointment, then serving, and have not within a period of two (2) years immediately preceding appointment to the Nominating Committee, served on the Board of Directors or the Nominating Committee. The fourth most recent Immediate Past President shall serve as Chair of the Committee. Each member shall serve a three-year term. No person shall serve consecutive terms on the Nominating Committee.
- (ii) **Duties.** The Committee shall solicit nominations for those officer positions where there is no automatic succession and for those Members-at-Large, whose terms shall expire at the annual membership meeting, and shall submit to the Board and, upon approval of the Board, to the membership, a list of qualified candidates to succeed those officers and Members-at-Large. The Committee also shall nominate individuals to fill vacancies as set forth in Article VII, Section 8 above and to fill such other positions as the Board may determine. Members of the Nominating Committee are not eligible for elected office or other elected Board positions.

In addition, the Nominating Committee shall develop the Society's ongoing leadership development program.

(c) **Audit Committee**

- (i) **Composition and Term.** The Audit Committee shall consist of five (5) Fellows. The Society's Treasurer shall be an ex-officio member of the Committee. The President shall appoint the remaining members of the Committee, subject to the approval of the Board of Directors. Committee members shall serve one-year terms and may serve consecutive terms.
- (ii) **Duties.** The Audit Committee shall oversee the annual audit of the organization's books and records and the system of internal controls that the organization has established.

(d) **Finance Committee**

- (i) **Composition and Term.** The Finance Committee shall consist of the Treasurer and four (4) other Fellows, at least two (2) of whom are members of the Board of Directors. The Treasurer shall serve as chair of the Committee. The President shall appoint the remaining members of the Committee, subject to approval of the Board of Directors. Committee members shall serve one-year terms and may serve consecutive terms.
- (ii) **Duties.** The Finance Committee shall develop the Society's annual budget and oversee its investments.

(e) **Professional Conduct Committee**

- (i) **Composition and Term.** The Professional Conduct Committee shall consist of six (6) Fellows, none of whom shall be members of the Board of Directors. Each member of the committee shall serve a three-year term.
- (ii) **Duties.** The Professional Conduct Committee shall be responsible for addressing disciplinary matters for the Society in accordance with disciplinary policies and procedures adopted by the Board of Directors from time to time.

- (f) **Other Standing and Ad Hoc Committees.** The Board of Directors shall establish, by resolution, other standing or ad hoc committees having responsibility for membership, annual meeting program, publications and other educational activities, of the Society. Other standing or ad hoc committees may be established by resolution of the Board to carry out the purposes of the Society. The resolution establishing such a committee shall set forth the committee's purpose and composition.

## **Section 2. Appointment**

Unless otherwise provided by these Bylaws or the resolution establishing the committee, the President shall appoint the chair and members of each committee with the approval of the Board. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Society would be served thereby.

## **Section 3. 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 4. Quorum and Manner of Acting**

Unless otherwise provided in these bylaws or in the resolution establishing a committee, one half of the 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 5. Policies and Procedures**

The Board shall develop and approve general policies and procedures for the operation of all committees.

### **Article X Finance**

#### **Section 1. Contracts**

The Board of Directors may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

#### **Section 2. Checks, Drafts, Etc.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the Secretary.

#### **Section 3. Deposits**

All funds of the Society shall be deposited to the credit of the Society in such banks, trust companies, or other depositories as the Board may select.

#### **Section 4. Bonding**

The Board shall provide for the bonding of such officers and employees of the Society as it may from time to time determine.

#### **Section 5. Gifts**

The Board may accept on behalf of the Society any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Society.

#### **Section 6. Books and Records**

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board, and any committees having the authority of the Board. The books and accounts of the Society shall be audited annually by an independent certified public accountant.

#### **Section 7. Fiscal Year**

The fiscal year of the Society shall be determined from time to time by the Board; provided, however, that the Society and the Association shall have the same fiscal year.

**Article XI  
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 XII  
Indemnification of Directors and Officers**

The Society shall indemnify all past and present officers, directors, committee members and other volunteers of the Society to the full extent permitted by the Illinois General Not For Profit Corporation Act 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.

**Article XIII  
Amendments**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by: (i) a vote of the majority of the members eligible to vote and present at a special meeting thereof, in person or by proxy; or (ii) a mail vote conducted pursuant to the requirements of Article IV, Section 6 of these Bylaws; 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 fifteen (15) days prior to the date by which the same is to be considered.

**Article XIV  
Dissolution**

In the event of the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the remaining assets of the Society (except any assets held by the Society 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 Society 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) 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 of the county in which the principal office of the Society is then located, exclusively for such purposes in such manner, or to such organization or organizations, which are organized and operated exclusively for such purposes, as said court shall determine.

**Article XV  
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.