

By-Laws of the
ASSOCIATION OF PULMONARY AND CRITICAL CARE
MEDICINE PROGRAM DIRECTORS

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References to [Ill NFP Act §___] refer to the Illinois General Not For Profit Corporation Act of 1986 (805 ILCS 105) section which is the source of all or part of that particular section of the By-Laws.

References to “Board Manual” or “Association Board Manual” refer to an Association Board of Directors Policies and Procedures Manual which may contain a number of provisions governing the operations of the Association not considered appropriate or convenient by the Board of Directors for placement in these By-Laws. See By-Laws §8.4.

BY-LAWS
OF THE
ASSOCIATION OF PULMONARY AND CRITICAL CARE MEDICINE PROGRAM
DIRECTORS

An Illinois Not-For-Profit Corporation

Article 1. Name and Purpose

Section 1.1 Name. The name of the corporation, hereinafter referred to as the “Association,” is Association of Pulmonary and Critical Care Medicine Program Directors.

Section 1.2 Purpose.

The purpose of this Association shall be to form a professional association of members which shall: facilitate education and excellence in clinical and research training in pulmonary and critical care medicine; provide a vehicle for communication among all training program directors and various organizations which deal with training of pulmonologists and critical care medicine and sleep medicine specialists; and monitor and respond to developments in training, accreditation, credentialing, manpower, financing, and other issues affecting programs in pulmonary and/or critical care medicine. [Ill NFP Act §103.05(a)(19)]

Article 2. Members; Meetings of Members

Section 2.1 Membership.

The Association shall have membership categories as specified in succeeding sections of this Article. Application for all categories of membership shall be made on a standard application form approved by the Board of Directors and shall be accompanied by such annual and other fees as required for the membership category requested by the applicant. [Ill NFP Act §107.03]

Section 2.2 Regular (Program Director) Member Status.

To be considered for membership as a program director member (“Regular Member”), an individual must be the training program director for a pulmonary, pulmonary/critical care, critical care, and/or sleep medicine training program in the United States which is registered on file with the Residency Review Committee (“Accredited Program”) and meets those qualifications determined by such Committee for program directors of training programs. The Residency Review Committee is a committee of the Accreditation Council for Graduate Medical Education (ACGME), the body which accredits all graduate medical training programs in the U.S. [Ill NFP Act §107.03]

Section 2.3 Associate (Assistant Program Director) Member Status and International (International Program Director) Member Status.

To be considered for membership as an assistant program director member (“Associate Member”), an individual must be an assistant training program director appointed by the program director of an Accredited Program. To be considered for membership as an international training program director member (“International Member”), the individual must be the appointed training program director

for a pulmonary, pulmonary/critical care, critical care, and/or sleep medicine training program located outside the United States. [Ill NFP Act §107.03]

Section 2.4 Qualification For Membership.

With respect to all questions as to qualification for membership in any of the three classes,, the determination of the Association's Board of Directors shall be final and binding on all parties. In individual cases and after review by the Board of Directors, the qualifications for Associate Member or International Member may be waived by the Board of Directors. [Ill NFP Act §107.03]

Section 2.5 Regular Members: Voting Rights; Qualification for Office; Other Rights.

(a) Except as otherwise provided in these By-Laws, all Regular Members in good standing shall have the right to vote for the election of Directors/Officers and on all matters pertaining to the general affairs of the Association on which a vote of the members is required by statute or is deemed by the Board of Directors to be desirable. A member entitled to vote may vote in person or by proxy executed in writing by the member or by that member's 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. Where directors or officers are to be elected by members, such elections may be conducted by mail. [Ill NFP Act §§107.03, 107.40, 107.50]

(b) Only Regular Members shall be qualified for election or appointment as Directors/Officers of the Association or as chairpersons of any committees of the Association. [Ill NFP Act §107.03]

(c) Regular Members shall also have the right to participate in and receive such Association services, communications and publications and other such member benefits as the Board of Directors may specify from time to time. [Ill NFP Act §107.03]

Section 2.6 Associate and International Members: Lack Of Voting Rights and Qualification for Office; Other Rights.

(a) Neither Associate Members nor International Members shall be entitled to vote for the election of Directors/Officers or on any other matters. [Ill NFP Act §§107.03, 107.40]

(b) Neither Associate Members nor International Members shall be qualified for election or appointment as Directors/Officers of the Association or as chairpersons of any committees of the Association. [Ill NFP Act §107.03]

(c) Associate Members and International Members shall also have the right to participate in and receive such Association services, communications and publications and other such member benefits as the Board of Directors may specify from time to time. [Ill NFP Act §107.03]

Section 2.7 No Membership Certificates Or Transfer Of Membership; Nonliability of Members.

No membership certificates of the Association shall be required. Membership in the Association is not transferable or assignable. The members of the Association shall not be personally liable for any debt or obligation of the Association. [Ill NFP Act §§107.03, 107.85]

Section 2.8 Fees.

The annual and other fees (or dues) for membership in the Association shall be determined by the Board of Directors. Members failing to pay such fees within thirty (30) days from the time the same become due shall be notified in writing, and, if payment is not made within the next succeeding thirty (30) days without further notice, such delinquent member shall be dropped from the membership rolls and thereupon forfeit all rights and privileges of membership. The Board of Directors may extend the time for payment of dues upon written request of such member providing just cause.

Section 2.9 Resignation, Termination and Suspension of Membership.

Any member may resign by filing a written resignation with the Secretary-Treasurer of the Association, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid. Other events and procedures for termination or suspension of a membership may be found in the Board Manual described in Section 8.4 below.

Section 2.10 Meetings of Members.

(a) Place of Meetings. Meetings of members may be held either within or without the State of Illinois. [Ill NFP Act §107.05]

(b) Business or Regular Meetings, including Annual Meeting. Two regular, or business, meetings of the members shall be held each year, at such times and places as provided in a resolution of the Board of Directors. One of such meetings shall be designated by resolution of the Board as the annual meeting of members. [Ill NFP Act §107.05]

(c) Special Meetings. Special meetings of the members may be called by the President or by the Board of Directors. Special meetings of the members may also be called by not less than 51% of the voting members, by delivering to an officer of the Association a written call of such meeting signed and dated by all such identified voting members constituting at least such percentage and describing the purposes for which the special meeting is to be held. [Ill NFP Act §107.05]

(d) Participation Through the Use of a Conference Telephone or Interactive Technology. If authorized by the Board of Directors, members entitled to vote may participate in and act at any meeting of members through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating. [Ill NFP Act §107.05]

Section 2.11 Informal Action by Members Entitled to Vote.

(a) Unless otherwise provided in the Articles of Incorporation or these By-Laws, any action required by the Illinois General Not For Profit Corporation Act of 1986 (the "Act") to be taken at any annual or special meeting of the members entitled to vote, or any other action which may be taken at a meeting of the members entitled to vote, may be taken without a meeting and without a vote, if a consent in writing, setting forth the action so taken, shall be signed either: (i) by all of the members entitled to vote with respect to the subject matter thereof, or (ii) by the members

having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting.

(b) If such consent is signed by fewer than all of the members entitled to vote, then such consent shall become effective only: (1) if, at least 5 days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof, and (2) if, after the effective date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to those members entitled to vote who have not consented in writing.

(c) In the event that the action which is consented to is such as would have required the filing of a certificate under any Section of the Act other than Section 107.10 if such action had been voted on by the members at a meeting thereof, the certificate filed under such other Section shall state, in lieu of any statement required by such Section concerning any vote of members, that written consent has been given in accordance with the provisions of Section 107.10 and that written notice has been delivered as provided in Section 107.10. [Ill NFP Act §107.10]

Section 2.12 Notice Of Members' Meetings.

Written notice stating the place, date and time of the meeting of members, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member entitled to vote at such meeting not less than 5 (or in certain cases 20) days nor more than 60 days in advance of such meeting, by or at the direction of the President, the Secretary-Treasurer or the persons calling the meeting. [Ill NFP Act §107.05 & §107.15]

Section 2.13 Fixing Record Date for Voting.

For the purpose of determining members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other purpose, the Board of Directors may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than 60 days and, for a meeting of members, not less than five (or in certain cases 20) days, immediately preceding such meeting. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is delivered shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided above, such determination shall apply to any adjournment thereof. [Ill NFP Act §107.25]

Section 2.14 Inspectors.

At any meeting of members, the chairman of the meeting may, or upon the request of any members shall, appoint one or more persons as inspectors for such meeting, unless an inspector or inspectors shall have been previously appointed for such meeting in the manner provided by these By-Laws. Such inspectors shall ascertain and report the number of votes represented at the meeting, based upon their determination of the validity and effect of proxies; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the members. Each report of an inspector shall be in writing and signed by him or her or by a majority of them if there be more than one inspector acting at such meeting. If there is more than one inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of votes represented at the

meeting and the results of the voting shall be prima facie evidence thereof. [Ill NFP Act §107.35]

Section 2.15 Quorum.

Greater than 25% of the Association's voting members, credentialed in accordance with policies and procedures approved by the Board of Directors and present in person or by proxy, shall constitute a quorum at any membership meeting. If a quorum is present, the affirmative vote of a majority of the votes present and voted, either in person or by proxy, shall be the act of the members, unless the vote of a greater number is required by Illinois General Not For Profit Corporation Act of 1986, the Articles of Incorporation or these By-Laws. [Ill NFP Act §107.60]

Section 2.16 Dissolution.

(a) Upon the dissolution of the Association, the board of directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all of the assets of the Association (except any assets held by the Association 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 Association in such manner, or to such organization or organizations which are then qualified as exempt within the meaning of Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) and are engaged in activities substantially similar to those of the Association, as the board of directors shall determine. Any 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 dissolving Association is then located, to be used in such manner as in the judgment of such court will best accomplish the general purposes for which the dissolving Association was organized. [Ill NFP Act §112.16]

(b) A plan providing for the distribution of assets, not inconsistent with the provisions of the Illinois General Not For Profit Corporation Act of 1986 (“Act”), the Articles of Incorporation or these By-Laws, may be adopted by the Association in the process of dissolution and shall be adopted by the Association for the purpose of authorizing any transfer or conveyance of assets for which the Act requires a plan of distribution. [Ill NFP Act §§112.16, 112.17]

Article 3. Board of Directors

Section 3.1 General Powers.

The affairs of the Association shall be managed by or under the direction of its Board of Directors. [Ill NFP Act §108.05]

Section 3.2 Number And Qualifications.

The number of Directors to constitute the Board of Directors shall be five (5). The number of Directors may be increased or decreased from time to time by amendment to these By-Laws, but the number of Directors constituting the Board shall never be fewer than three (3). A decrease in the number of Directors does not shorten an incumbent Director’s term. Directors need not be residents of Illinois. Directors must be members of the Association, with such other qualifications as may be set forth in the Board Manual. [Ill NFP Act §108.10]

Section 3.3 Election and Tenure.

Each Director shall hold office for the term for which the Director is elected and until such Director's successor shall have been elected and qualified. The Board of Directors shall be comprised of the President, the President-Elect, the Vice-President, the Immediate Past President and the Secretary-Treasurer, who become or remain members of the Board by virtue of being elected to or holding such offices. The term of the Secretary-Treasurer shall be four (4) years, and the term for each of the other offices shall be one (1) year. At each annual meeting of voting members of the Association, a Vice-President shall be elected. After one year, the Vice-President shall become the President-Elect, the President-Elect shall become the President and the President shall become the Immediate Past President. At every fourth annual meeting of voting members, a Secretary-Treasurer shall be elected for a four-year term. In essence, each of the five members of the Board shall serve four years on the Board -- the Secretary-Treasurer in one office, and the other four members rotating through the other four offices. The Secretary-Treasurer may also be elected for a second four-year term. Nomination procedures for the offices of Vice-President and Secretary-Treasurer may be set forth in the Board Manual. [Ill NFP Act §§108.10, 108.50(c)]

Section 3.4 Resignation and Removal.

A Director may resign at any time by written notice delivered to the Board of Directors or to the President or the Secretary-Treasurer of the Association. A resignation is effective when the notice is delivered unless the notice specifies a future date. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date. A Director may be removed as specified by statute. [Ill NFP Act §§108.10(g), 108.35]

Section 3.5 Vacancies.

Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors unless the Articles of Incorporation or the By-Laws provide that a vacancy or Directorship so created shall be filled in some other manner, in which case such provision shall control. A Director elected or appointed, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office. [Ill NFP Act §108.30]

Section 3.6 Director Conflict of Interest.

If a transaction is fair to the Association at the time it is authorized, approved, or ratified, the fact that a Director of the Association is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.

In a proceeding contesting the validity of such a transaction, the person asserting validity has the burden of proving fairness unless:

- (a) The material facts of the transaction and the Director's interest or relationship were disclosed or known to the Board of Directors or a committee consisting entirely of Directors and the Board or committee authorized, approved or ratified the transaction by the affirmative votes of a majority of disinterested Directors, even though the disinterested Directors be less than a quorum; or

- (b) The material facts of the transaction and the Director's interest or relationship were disclosed or known to the members entitled to vote, if any, and they authorized, approved or ratified the transaction without counting the vote of any member who is an interested Director.

The presence of the Director, who is directly or indirectly a party to such a transaction, or a Director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction.

For purposes of this section, a Director is "indirectly" a party to a transaction if the other party to the transaction is an entity in which the Director has a material financial interest or of which the Director is an officer, director or general partner. [Ill NFP Act §108.60]

Article 4. Meetings of Board of Directors

Section 4.1 Regular Meetings.

A regular annual meeting of the Board of Directors shall be held without other notice than these By-Laws, at the same place as the annual meeting of members. The Board of Directors shall provide by resolution or resolutions the time and place for the holding of at least two (2) additional regular meetings of the Board per calendar year without other notice than such resolution(s). The Board of Directors may provide by resolution(s) the time and place for the holding of additional regular meetings of the Board without other notice than such resolution(s).

Section 4.2 Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. The person or persons authorized to call special meetings of the Board may fix any reasonable place as the place for holding any special meeting of the Board called by them.

Section 4.3 Notice.

- (a) Written notice of any special meeting of the Board of Directors shall be delivered at least ten (10) days (two (2) days if it is a conference call meeting) previously thereto as allowed under Section 8.6 of these By-Laws.
- (b) Notice of any meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The 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 or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws. [Ill NFP Act §108.25]

Section 4.4 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, setting forth the action so taken, shall be signed 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.

The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more Directors or committee members. All the approvals evidencing the consent shall be delivered to the Secretary-Treasurer to be filed in the corporate records. The action taken shall be effective when all the Directors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date. [Ill NFP Act §108.45]

Section 4.5 Quorum.

A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A majority of members at any meeting, whether or not a quorum is present, may adjourn such meeting to another time and place. [Ill NFP Act §108.15(a)]

Section 4.6 Manner Of Acting.

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, unless the act of a greater number is required by statute, these By-Laws or the Articles of Incorporation. No Director may act by proxy on any matter. [Ill NFP Act §§108.15(b), 108.05(d)]

Section 4.7 Participation By Conference Telephone Or Other Communications Equipment.

Directors or non-Director committee members 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 communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating. [Ill NFP Act §108.15(c)]

Section 4.8 Presumption Of Assent.

A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken is conclusively presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting or unless he or she files his or her written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards such dissent or abstention by registered or certified mail to the Secretary-Treasurer of the Association immediately after the adjournment of the meeting. Such right to dissent or abstain does not apply to a Director who voted in favor of such action. [Ill NFP Act §108.65(b)]

Article 5. Committees

Section 5.1 Two Types Of Committees.

The Board of Directors may create two types of committees. One type, as provided in Section 5.2, may exercise the authority of the Board to the extent provided by the Board. The second type of committee, as provided in Section 5.3, shall be an advisory or working committee which may make recommendations to the Board or to the officers. [Ill NFP Act §108.40]

Section 5.2 Committees Of Directors.

A majority of the Directors may create one or more committees pursuant to this Section 5.2 and appoint Directors or such other persons as the Board designates, to serve on the committee or

committees. Each such committee shall have two or more Directors, a majority of its membership shall be Directors, and all committee members shall serve at the pleasure of the Board. However, committees appointed by the Board or otherwise authorized by the By-Laws relating to the election, nomination, qualification, or credentials of Directors or other committees involved in the process of electing Directors may be composed entirely of non-Directors. [Ill NFP Act §108.40(a)]

To the extent specified by the Board of Directors, each committee created pursuant to this Section 5.2 may exercise the authority of the Board of Directors provided, however, a committee may not:

- (i) adopt a plan for the distribution of the assets of the Association, or for dissolution;
- (ii) approve or recommend to members any act required by statute to be approved by members, except that committees appointed by the Board or otherwise authorized by the By-Laws relating to the election, nomination, qualification, or credentials of Directors or other committees involved in the process of electing Directors may make recommendations to the members relating to electing Directors;
- (iii) fill vacancies on the Board or on any of its committees;
- (iv) elect, appoint or remove any officer or Director or member of any committee, or fix the compensation of any member of a committee;
- (v) adopt, amend, or repeal the By-Laws or the Articles of Incorporation of the Association;
- (vi) adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Association; or
- (vii) amend, alter, repeal or take action inconsistent with any resolution or action of the Board of Directors when the resolution or action of the Board of Directors provides by its terms that it shall not be amended, altered or repealed by action of a committee. [Ill NFP Act §108.40(c)]

Section 5.3 Advisory Or Working Committees.

Pursuant to this Section 5.3, the Board of Directors may create and appoint persons to a committee which shall be a commission, advisory body or other such body which may or may not have Directors as members, which body may not act on behalf of the Association or bind it to any action but may make recommendations to the Board of Directors or to the officers. [Ill NFP Act §108.40(d)]

Section 5.4 Chairperson.

One member of each committee shall be appointed Chairperson.

Section 5.5 Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5.6 Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating 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 meeting at which a quorum is present shall be the act of the committee. A committee may act by unanimous consent in writing without a meeting and, subject to the provisions of the By-Laws or action by the Board of Directors, the committee by majority vote of its members

shall determine the time and place of meetings and the notice required therefor. [Ill NFP Act §108.40(b)]

Section 5.7 Rules.

Each committee may adopt rules for its own government not inconsistent with these By-Laws, the Board Manual or other rules adopted by the Board of Directors.

Section 5.8 Board Manual Committee Information.

To the extent not contained in these By-Laws, a listing of the committees established by the Board of Directors as well as their duties, responsibilities, membership and related information shall be as set forth in the Board Manual.

Article 6. Officers

Section 6.1 Officers.

The elected officers of the Association shall be a President, a President-Elect, a Vice-President, an Immediate Past President and a Secretary-Treasurer. The Board of Directors may elect or appoint such additional officers, assistant officers and agents as may be deemed necessary as well as other officers as may be elected by the Board of Directors. The Board of Directors shall also appoint an Executive Director. Officers whose authority and duties are not prescribed in these By-Laws or in the Board Manual shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. One person may not hold more than one of the foregoing offices concurrently. [Ill NFP Act §108.50]

Section 6.2 Election And Term Of Office.

The elected officers of the Association shall be elected to, and assume, office as provided in Section 3.3 above. They shall also serve for the terms described therein. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. [Ill NFP Act §108.50]

Section 6.3 Vacancies.

Vacancies in any office before the end of a term by reason of death, resignation, removal, disqualification or otherwise, shall be filled as follows: If there is a vacancy in the office of the President, then the President-Elect shall become President, the Vice-President shall become President-Elect, and the Board shall elect a Vice-President, in each case for the remainder of the Term. If there is a vacancy in the office of the President-Elect, then the Vice-President shall become President-Elect, and the Board shall elect a Vice-President, in each case for the remainder of the Term. If there is a vacancy in the office of the Immediate Past President or the Vice President, then the Board shall elect a replacement, in each case for the remainder of the term. If there is a vacancy in the office of Secretary-Treasurer, then the Board shall elect a replacement to serve until the next annual meeting of voting members, at which time a Secretary-Treasurer shall be elected for a four-year term. If there is a vacancy in the office of Executive Director or other officer elected or appointed by the Board, then such vacancy shall be filled by election or appointment by the Board of Directors. Any officer who cannot fulfill such officer's duties must resign in writing to the President or the Secretary-Treasurer.

Section 6.4 Removal.

Any officer or agent may be removed by the Board of Directors or other persons authorized to elect or appoint such officer or agent, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. [Ill NFP Act §108.55]

Section 6.5 President.

The President shall be the chief executive officer of the Association responsible for all management functions and shall preside at all meetings of the membership and the Board of Directors. In the President's absence, the President-Elect shall preside, or if both are absent, the Immediate Past President, then the Vice-President, and then the Secretary-Treasurer, shall preside. The President shall be an ex-officio member of all standing committees. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the Association and, in general, shall discharge all duties incident to the office of President. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President may execute all contracts, deeds, certificates, bonds or other obligations authorized by the Board and sign records or certificates required by law or by orders of the Board of Directors. The President shall perform such other duties as may be prescribed by the Board of Directors or as shall be contained in the Board Manual. In general, the President shall have the powers and duties usually vested in the office of president of a corporation.

Section 6.6 President-Elect.

The President-Elect shall assist the President in the discharge of his or her duties as the President may direct and shall perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors or as shall be contained in the Board Manual.

Section 6.7 Immediate Past President.

The Immediate Past President shall assist the President and the President-Elect in the discharge of their duties as the President may direct and shall perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors or as shall be contained in the Board Manual.

Section 6.8 Vice-President.

The Vice-President shall assist the President, the President-Elect and the Immediate Past President in the discharge of their duties as the President may direct and shall perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors or as shall be contained in the Board Manual.

Section 6.9 Secretary-Treasurer.

As Secretary-Treasurer, this office encompasses the roles of both the Secretary and the Treasurer: The Secretary shall record (or cause to be recorded) the minutes of the meetings of the members and of the Board of Directors and shall have the authority to certify the By-Laws, resolutions of the members and Board of Directors and committees thereof, and other documents of the Association as true and correct copies thereof. The Treasurer shall be the principal accounting and financial officer of the Association. The Secretary-Treasurer shall perform all duties incident to the offices of Secretary and Treasurer and such other duties as from time to time may be assigned to him or her by

the President or the Board of Directors or as shall be contained in the Board Manual. [Ill NFP Act §108.50(a)]

Section 6.10 Assistant Secretary-Treasurer.

The Assistant Secretary-Treasurer shall perform the duties of the Secretary-Treasurer in the event of the Secretary-Treasurer's absence or inability to serve. When so acting, the Assistant Secretary-Treasurer shall have all the powers of, and be subject to all the restrictions upon, the Secretary-Treasurer. [Ill NFP Act §108.50(a)]

Section 6.11 Executive Director.

The Executive Director shall be the chief operating officer (COO) of the Association who is responsible for administration activities. The Executive Director may execute all contracts, deeds, certificates, bonds or other obligations authorized by the Board or President and sign records or certificates required by law or by orders of the Board of Directors or President. Subject to the direction of the President and the Board, the Executive Director shall also serve as Assistant Secretary-Treasurer. The Board of Directors may assign other duties to the Executive Director by mutual agreement consistent with any contractual relationship between the Executive Director and the Association.

Article 7. Indemnification

Section 7.1

- (a) Subject to the provisions of Section 7.3 of these By-Laws, the Association shall indemnify any person 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 Association), by reason of the fact that he or she is or was a Director, officer, employee or agent of the Association, or who is or was serving at the request of the Association as a director, officer, employee or agent of another Association, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person 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 Association, 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 or she reasonably believed to be in or not opposed to the best interests of the Association, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.
- (b) Subject to the provisions of Section 7.3 of these By-Laws, the Association shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that such person is or was a Director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably

incurred by such person in connection with the defense or settlement of such action or suit, if such person 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 Association provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Association, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 7.2

To the extent that a Director, officer, employee or agent of the Association has been successful, on the merits or otherwise, in defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 8.1 of these By-Laws, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 7.3

Any indemnification under subsections (a) and (b) of Section 7.1 of these By-Laws (unless ordered by a court) shall be made by the Association only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in said subsections (a) and (b). Such determination shall be made

- (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or
- (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or
- (3) by the members entitled to vote, if any.

Section 7.4

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article.

Section 7.5

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7.6

The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Association, or who is or was serving at the

request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article.

Section 7.7

If the Association has paid indemnity or has advanced expenses under this Article to a Director, officer, employee or agent, the Association shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

Section 7.8

For purposes of this Article, references to "the Association" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

Section 7.9

For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Association" shall include any service as a director, officer, employee or agent of the Association which imposes duties on, or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Association" as referred to in this Article.

Section 7.10

If the Illinois General Not For Profit Corporation Act of 1986 is at any time or from time to time amended, or construed by any court, so as to expand the circumstances under which, the extent to which, or the persons for which, a corporation may make indemnification, this Association shall make such indemnification to the extent of such expansion. [Ill NFP Act §108.75]

Article 8. General

Section 8.1 Offices.

The Association shall maintain in the State of Illinois a registered office and a registered agent at such office and may have other offices within or without the state. [Ill NFP Act §105.05]

Section 8.2 Books And Records.

The Association shall keep correct and complete books of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member entitled to vote, or the member's agent or attorney, for any proper purpose at any reasonable time. [Ill NFP Act §107.75]

Section 8.3 Waiver Of Notice.

Whenever any notice is required to be given under the provisions of the Illinois General Not For Profit Corporation Act of 1986 or under the provisions of the Articles of Incorporation or By-Laws of the Association, a 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. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given. [Ill NFP Act §107.20]

Section 8.4 Board Manual.

The Board of Directors may also adopt an Association Board of Directors Policies and Procedures Manual ("Association Board Manual" or "Board Manual"), which may contain a number of provisions governing the operations of the Association not considered appropriate or convenient by the Board of Directors for placement in these By-Laws.

Section 8.5 Parliamentary Authority.

The rules and related information contained in the current edition of Robert's Rules of Order Newly Revised shall govern the parliamentary actions of the Association in all cases to which such rules and information are applicable and in which they are not inconsistent with the Illinois General Not for Profit Corporation Act of 1986, these By-Laws or the Board Manual.

Section 8.6 Definitions: Delivered; Written, etc.

(a) "Delivered," for the purpose of determining if any notice required by the Illinois General Not For Profit Corporation Act of 1986 is effective, means:

- (1) Transferred or presented to someone in person;
- (2) Deposited in the United States mail addressed to the person at his, her or its address as it appears on the records of the Association, with sufficient first-class postage prepaid thereon;
- (3) Posted at such place and in such manner or otherwise transmitted to the person's premises as may be authorized and set forth in these By-Laws; or
- (4) Transmitted by electronic means to the address that appears on the records of the Association.

(b) Actions in these By-Laws (or in the Association's Articles of Incorporation) required to be "written", to be "in writing", to have "written consent", to have "written approval" and the like by or of members, directors, or committee members shall include any communication transmitted or received by electronic means. [Ill NFP Act §101.80(g) & (p)]

Section 8.7 Fiscal Year.

The fiscal year of the Association shall be determined by the Board of Directors.

Article 9. Amendments

Section 9.1 In General.

The power to alter, amend or repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Directors unless otherwise provided in the Articles of Incorporation or the By-Laws. The By-Laws may contain any provisions for the regulation and management of the affairs of the Association not inconsistent with law or the Articles of Incorporation. The By-Laws may be altered, amended or repealed and/or new By-Laws may be adopted as provided in Section 9.2 of this Article. [Ill NFP Act §102.25]

Section 9.2 At A Meeting.

The By-Laws may be altered, amended or repealed and/or new By-Laws may be adopted at a regular or special meeting of the Board of Directors by the affirmative vote of a majority of all the members of the Board of Directors, provided that prior notice indicates that amendment of the By-Laws is a purpose of the meeting.