

## **BYLAWS**

### **Article I – Name and Offices**

Section 1. Name. This organization shall be known and is incorporated under the Illinois General Not for Profit Corporation Act of 1986, as amended (“the Act”) as the American Osteopathic College of Anesthesiologists (“the College”).

Section 2. Offices. The College shall maintain a registered office in the State of Illinois and a registered agent at such office. The College may have other offices within or without the state.

### **Article II – Purposes**

The College shall be organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (“the Code”). The purposes of the College shall be as follows:

1. To advance the standards of practice and service in the specialty of Anesthesiology;
2. To aid in providing opportunities for study and training in the art and science of Anesthesiology;
3. To promote the Osteopathic concept of disease related to Anesthesiology;
4. To maintain and promote the highest moral and ethical standard in the practice of Anesthesiology;
5. To establish standards for membership;
6. To recognize outstanding accomplishment in the field of Anesthesiology or outstanding service to this organization by any member by conferring the degree Fellow in the American Osteopathic College of Anesthesiologists;
7. To engage in any other act consistent with status as an organization described in Section 501(c)(3) of the Code.

### **Article III - Membership**

Section 1. Membership Eligibility.

Membership in this College is a privilege and not a right and is contingent upon compliance with the requirements specified in these Bylaws. Those eligible to apply for membership include Osteopathic Physicians practicing Anesthesiology, non-Osteopathic Physicians practicing Anesthesiology, Student and Resident physicians meeting the above criteria, as well as other individuals expressing interest in the Osteopathic philosophy in the practice of Anesthesiology. No person shall be continued as a member unless he or she adheres to the Code of Ethics of the American Osteopathic Association. The Board of Governors shall hear appeals of denial of membership.

Section 2. Membership Categories.

The categories of membership of this College are: Active, Life, Retired, Resident, and

Student. Additional categories or subcategories of membership may be created by the Board of Governors. Any additional requirements for eligibility in the various categories and subcategories of membership shall be established by the Board of Governors.

### Section 3. Rights and Privileges.

Members in good standing in this College possess certain rights and privileges as follows:

Active and Life members shall be entitled to all rights and privileges of this College, including the right to serve on the Board of Governors, as an officer of the Board of Governors and on committees and to vote on all matters submitted to a vote of the membership. Retired members who have previously been Active members, as well as Resident and Student members, shall be entitled to participate in all the functions and activities of this College, including membership on committees, but shall not be eligible for election to the Board of Governors or to an office or to vote, except at meetings of committees on which they serve.

Section 4. Election to Membership. Any person eligible for membership under these Bylaws may apply for membership by application on such forms as may be prescribed by the Board of Governors from time to time. Applicants shall be elected to membership by the Board of Governors upon the recommendation of the Membership Committee.

Section 5. Good Standing. A member shall be deemed to be in good standing in this College if the member is current in the payment of all dues and other financial obligations to the College.

Section 6. Termination of Membership. Membership in this College may terminate by voluntary resignation or as otherwise provided in these Bylaws. All rights, privileges, and interest of a member in or to the College shall cease upon termination of membership.

Section 7. Voluntary Resignation. Any member wishing to resign must file a written resignation with the Executive Director or the President. Such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 8. Grounds for Censure, Suspension, and Expulsion. A member of this College may be censured, suspended, or expelled for good cause which is defined as:

- a. Revocation or suspension of a member's license to practice by a regularly constituted state authority;
- b. Conviction in a court of law of, or a plea of nolo contendere to, a felony or offense involving moral turpitude;
- c. Any act which is determined to be detrimental to this College; or

- d. Failure to abide by the provisions of these Bylaws or any duly adopted College policy, procedure or standard or code of professional conduct.

Section 9. Procedure for Censure, Suspension, and Expulsion. The Board of Governors shall determine by a majority vote at a meeting attended by a quorum whether or not the member should be disciplined and the nature of the disciplinary action. The member shall receive not less than fifteen (15) business days prior written notice of the meeting at which the proposed censure, suspension or expulsion will be considered, together with the reasons for the proposed action, and an opportunity to be heard by the Board of Governors, orally or in writing as determined by the Board of Governors, not less than five business (5) days before the effective day of any censure, suspension or expulsion. Such notice may be delivered in any manner permitted by the Act, including without limitation by first class or certified mail sent to the last address of the member shown on the College's records, by overnight courier or by electronic means. The decision of the Board of Governors in any matter involving censure, suspension, or expulsion of a member of this College is final.

Section 10. Reinstatement. A member of this College who has been suspended or expelled from membership has the right to request reinstatement and may be reinstated at the discretion of the Board of Governors.

Section 11. Assessments. The amount of annual assessment payable by Active members of this College shall be determined by the Board of Governors. There shall be no annual assessment payable by Student, Resident, Life, Retired or those members on active duty in the military service. Special assessments may be levied on Active members by a vote of two-thirds of entire the Board of Governors. Members who fail to pay their assessments within thirty (30) days from the time they become due shall be notified by the College, and, if payment is not made within the next succeeding thirty (30) days, shall be deemed to have resigned from membership and, without further notice and without a hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership. The Board of Governors may, however, from time to time, prescribe procedures for extending the time for payment of assessments and continuation of membership privileges upon request of a member and for good cause shown.

#### **Article IV - Board of Governors**

Section 1. Composition. The Board of Governors of this College is composed of eleven (11) individuals elected by the members of the College.

Section 2. Eligibility. To be eligible to serve on the Board of Governors, one must be an Osteopathic Physician practicing Anesthesiology and an Active member of the College in good standing who has earned the designation of Fellow of the AOCA

Section 3. Term. The term of office for each Governor shall be for three (3) years and shall commence at the close of the Annual Convention. Governors shall serve staggered terms. No individual may serve on the Board of Governors for more than six

(6) years, or two full terms, unless he or she has been elected to an officer position, in which case such person's term as a Governor shall be extended to coincide with such person's term(s) as an officer.

Section 4. Election. The President shall, no later than the Mid Year meeting each year, or at such other time as determined by the Board of Governors, appoint a Nominating Committee of no fewer than five (5) voting members, subject to the Board of Governors' approval.

The Committee shall nominate at least one candidate for each Board of Governors seat to be filled. Governors shall be elected by the voting members of the College in any manner permitted by the Act, including without limitation at an in-person meeting, by mail or electronic mail ballot, or by interactive remote communication technology, as determined by the Board of Governors. The Board of Governors may determine whether and if so in what manner to permit nominations in addition to those of the Nominating Committee.

Section 5. Vacancies. A vacancy on the Board of Governors shall be filled by the Board of Governors. This individual will serve the unexpired portion of the term of his or her predecessor.

Section 6. Resignation/Removal. Any Governor may resign at any time by written notice to the President or, in the case of the resignation of the President, by written notice to the President-Elect. Resignation from the Board of Governors shall also constitute resignation from any College office held. The members of the College may, without cause, remove one or more Governors elected by them. A two-thirds vote at a meeting of the members attended by a quorum shall be required for such removal.

Section 7. Duties. The Board of Governors shall manage the business and financial affairs of this College. The Board of Governors shall constitute the board of directors of the corporation and shall have all powers and duties given to it under applicable law except as otherwise specifically provided in these Bylaws.

Section 8. Authority. The Board of Governors may determine that all of any portion of the duties of the Secretary/Treasurer may be delegated to the College's professional management staff, provided that the Secretary/Treasurer and the Finance and Budget Committee shall be responsible for oversight of the actions of staff in connection with any such delegated duties.

Section 9. Budget. Prior to the Annual Convention, or at such other time as determined by the Board of Governors, the Board of Governors shall consider and approve a budget prepared for its consideration by the Finance and Budget Committee.

Section 10. Annual Assessment. As part of the approval of the budget, the Board of Governors shall determine the amount of annual assessment for the following year.

Section 11. Executive Director. The Board of Governors is charged with providing management oversight of the College. To this end the Board may employ or engage such management personnel, an Executive Director or a management services provider which will provide an Executive Director, as necessary. The Executive Director will serve as the recording secretary to the Board of Governors and assume other duties as might be assigned. The duties and responsibilities of that individual(s) will be determined by the needs of the organization at that time. The Executive Director will not have a vote in any deliberations of the Board of Governors.

Section 12. Committees. The Board of Governors has the power to: (1) create committees of the Board; (2) except as prohibited in the Act, endow them with authority to act in the interim between meetings of the Board upon specific matters which would ordinarily require special meetings of the Board; and (3) augment such committees by appointment of additional members who are not members of the Board.

Section 13. Compensation. Governors shall not receive any compensation for their services as governors. A governor may serve the College in any other capacity for reasonable compensation.

#### **Article V – Meetings of the Board of Governors**

Section 1. Annual Meeting. An annual meeting of the Board of Governors shall be held without notice other than these Bylaws, at the same place and dates as, the annual meeting of members.

Section 2. Other Regular Meetings. The Board of Governors may provide by resolution the time and place for the holding of additional regular meetings of the Board without notice other than such resolution.

Section 3. Special Meetings. Special meetings of the Board may be called by the President or upon formal petition of two-thirds (2/3) of the members of the Board. The date, time and place of the special meeting and the specific purpose for the meeting shall be stated in the call. No business may be acted upon at special meetings other than that specifically mentioned in the call of the meeting.

Section 4. Attendance Alternatives. When so determined by the Board of Governors, meetings of the Board of Governors may be held, and Governors may participate in a meeting, through the use of a conference telephone or other interactive technology by means of which all persons participating in the meeting can communicate with each other or through any technology or equipment allowable under law; such participation in a meeting shall constitute presence in person at the meeting.

Section 5. Notice. Written notice of the date, time, and place of each regular meeting of the Board of Governors shall be sent to each member of the Board at least fifteen (15) days prior to the proposed time of the meeting. Notice may be given in any manner permitted by the Act, including electronically to the email address on file with the College office. This provision may be waived by unanimous consent of the members of

the Board. Special meetings of the Board must be preceded by at least two (2) days' electronic notice to each member of the Board.

Section 6. Quorum. Two-thirds (2/3) of the members of the Board shall constitute a quorum.

Section 7. Voting. Each member of the Board shall have one (1) vote. The act of a majority of the Governors present at a meeting at which a quorum is present shall be the act of the Board of Governors, unless the act of a greater number is required by the Articles of Incorporation, these Bylaws or the Act. Governors shall not be permitted to vote by proxy.

Section 8. Action Without Meeting. The Board of Governors may take any action which it could take at a meeting of the Board without a meeting if a consent in writing or by electronic communication, setting forth the action so taken, is signed by all the Governors entitled to vote on the subject thereof.

## **Article VI – Officers**

Section 1. Officer Positions. The elected officers of this College shall be a President, a President-Elect, a Vice President, Secretary/Treasurer, and Immediate Past President. The Executive Director shall attend and record the minutes of meetings of the Board of Governors, except when the Board is in executive session, but shall not be considered a member of the Board.

Section 2. Requirements. No person shall be eligible for election as an officer of this College unless he/she has been a voting member in good standing for five (5) years, holds the Degree of Fellow of the American Osteopathic College of Anesthesiologists, and has been a member of the Board of Governors for at least three (3) years.

Section 3. Election and Terms of Office. The Nominating Committee will present for approval of the Board of Governors a slate of nominees for the office of Secretary/Treasurer (one) and members of the Board of Governors at the first meeting of the Board of Governors during the Mid Year upon approval of the slate of nominees by the Board of Governors, these nominees will be presented to the membership for a confirming vote at a meeting of the membership called for the purpose prior to the conclusion of the Annual Convention and will assume office at the conclusion of the Annual Convention at which they were elected. The Board of Governors may determine to hold the election of officers other than at an Annual Convention and in any manner permitted under the Act. Each elected officer of the College shall serve a term of one year or until his or her successor is elected.

Section 4. Automatic Succession of Officers. Upon the conclusion of his or her term as Secretary/Treasurer, such person shall succeed to the office of Vice President. Upon the conclusion of his or her term as Vice President, such person shall succeed to the office of President-Elect. Upon the conclusion of his or her term as President-Elect, such person shall succeed to the office of President. Upon the conclusion of his or her term as President, such person shall succeed to the office of Immediate Past President.

Section 5. President. The President shall:

- a. Efficiently administer the affairs of this College during his/her term;
- b. Contribute in all ways possible to the welfare of the public through this College;
- c. Further the aims of this College to the fullest extent;
- d. Perform such services as custom, necessity and parliamentary usage may require;
- e. Consult with the officers, governors, committees, members, and other persons on matters that may improve the College;
- f. Appoint all committees of this College, except as otherwise provided by these Bylaws;
- g. Chair meetings of the Board of Governors, the Executive Committee, and the College;
- h. Serve as the primary contact for the Executive Director; and
- i. Perform such other duties as are provided for by law and in these Bylaws.

Section 6. President-Elect. The President-Elect shall:

- a. Familiarize himself/herself with the business and matters of the College;
- b. Consult with the President on matters affecting this College;
- c. Prepare committee appointments for the following year;
- d. Assist the President in the performance of his/her duties;
- e. Preside in the absence of the President where the President ordinarily presides;
- f. Represent the College at other meetings and functions when requested to do so by the President; and
- g. Perform such other duties as may assigned by the Board of Governors.

Section 7. Vice President. The Vice President shall:

- a. Familiarize himself/herself with the business matters of the College;
- b. Consult with the President on matters affecting this College;



- c. Work in concert with the President and President-Elect to identify leadership for committee appointments.
- d. Assist the President in the performance of his/her duties; and
- e. Perform such other duties as may be assigned by the Board of Governors.

Section 8. Secretary/Treasurer shall:

- a. Act as official custodian of all funds of this College, except as otherwise specifically approved by these Bylaws, supervising their deposit in banking institutions, and other investing funds upon the recommendation of the Board of Governors, as provided for in these Bylaws;
- b. Be responsible for the detailed accounting of all receipts and disbursements of this College;
- c. Oversee all financial reports;
- d. Present his/her accounts to such audits as the Board of Governors at any time direct; and
- e. Execute all signatures where an official signature is warranted;
- f. Provide for the safe keeping of all College records;
- g. Take and distribute minutes of all Board of Governors and Annual Business Meeting minutes; and
- h. Perform such other duties as provided for by law and in these Bylaws.

The Board of Governors may determine that all or any portion of the duties of the Secretary/Treasurer may be delegated to the College's professional management staff.

Section 9. Immediate Past President shall:

Provide continuity between the preceding years and current year and shall contribute his/her knowledge and experience to the officers and members of the College.

Section 10. Vacancies. If for any reason the incumbent in any elected or appointed office resigns or becomes unable to perform the function of his/her office, or is removed from office for whatever reason, such office shall be declared vacant. In the event of a vacancy in the office of President, the President-Elect shall immediately assume the office of President. In the event of a vacancy in the office of President-Elect, the Vice President shall immediately assume the office of President-Elect. In the event of a vacancy in the office of Treasurer, the vacancy shall be filled at a special meeting of the Board of Governors to be called by the President as soon as feasible. In the event of a



vacancy in the office of Vice President, such office shall remain vacant until the next regularly scheduled officer election.

Section 11 Removal. Any officer or other elected or appointed official of this College may be removed from that office by a vote of the majority of members of the Board of Governors whenever in its judgment the best interests of the College would be served thereby.

Section 12. Compensation. The elected officers of this College shall not receive any compensation for their services as officers, but they may receive reimbursement for expenses incurred in the performance of official duties, in amounts and as determined by the Board of Governors. An elected officer may serve the College in any other capacity for reasonable compensation.

## **Article VII - Annual and Special Meetings of the Members**

Section 1. Annual Meeting. The College shall hold an annual meeting of the members, generally during the College's Annual Convention, which may be attended by members and authorized guests. The annual meeting shall be held for the purpose of providing scientific information and instruction, and for the transaction of the business affairs of this College. The date and location, if any, of the Annual Convention shall be determined by the Board of Governors.

Section 2. Special Meetings. Special meetings of the members may be called by the President or the Board of Governors and shall be called by the President upon the written request of not less than one-twentieth of the members having voting rights.

Section 3. Notice. Unless greater notice is required by the Act, notice of the Annual Convention or any other meeting of the members shall be given, in any manner permitted by the Act, including without limitation by electronic mail, to each member not less than twenty (20) days and not more than sixty (60) days prior to the date of the meeting. Notice of the Annual Convention or any other regular or special meeting of the members shall include a description of any matters which must be approved by the members.

Section 4. Attendance Alternatives. When so determined by the Board of Governors, meetings of the members may be held, and members may participate in a meeting, through the use of a conference telephone or other interactive technology by means of which all persons participating in the meeting can communicate with each other or through any other technology or equipment allowable under law; such participation in a meeting shall constitute presence in person at the meeting.

Section 5. Quorum. Fifteen (15) members of this College shall constitute a quorum. Unless one-third or more of the voting members are present, the only matters that may be voted upon at an annual or regular meeting of members are those matters that are described in the meeting notice.

Section 6. Record Date. The Board of Governors shall determine the record date for determining the members entitled to notice of a membership meeting. Unless otherwise required by the Act, the record date may not be more than sixty (60) days before the meeting or action by the members occurs.

Section 7. Manner of Action. The act of a majority of the members having voting rights present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by the Act, the Articles of Incorporation or these Bylaws.

Section 8. Proxies. Members shall not be entitled to vote by proxy.

Section 9. Action Without a Meeting. If so determined by the Board of Governors, the members may take any action which they could take at any meeting of the members without a meeting if a consent in writing, setting forth the action so taken, is approved by all the members entitled to vote on the subject thereof. Alternatively, if so determined by the Board of Governors, any action which may be taken at a meeting of the members may be taken without a meeting by ballot in writing by mail, e-mail, or any other electronic means pursuant to which the members entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the members casting votes, or such larger number as may be required by the Act or the Articles of Incorporation, provided that the number of members casting votes would constitute a quorum if such action had been taken at a meeting. Written notice of the proposed action to be taken by such ballot must be delivered to each member entitled to vote on the subject at least five (5) days prior to the effective date of such action.

## **Article VIII — Committees**

Section 1. Authorization. Standing and special committees of this College shall be composed of members of the College, appointed by the President with concurrence by the Board, except as otherwise noted in these Bylaws. Every standing committee will be chaired by a Fellow of this College and will have a member of the Board of Governors as a liaison member of the committee. Special committees may be created and dissolved by the Board of Governors as it deems necessary.

Section 2. Terms. The term of office of each committee Chair shall be one (1) year and may be extended by the vote of the Board of Governors as it deems necessary. Each member of a committee shall continue as such until his or her successor is appointed, unless the committee is terminated sooner, or unless such member is removed from the committee, resigns, dies, or ceases to qualify as a member thereof. The President shall be authorized to remove any committee Chair or committee member appointed by the President. 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 3. Standing Committees. The Standing Committees continue from year to year. The President shall appoint the Chair and members of each Standing Committee within fifteen (15) days of the first meeting of the Board following the Annual Convention. The Standing Committees are:

- a. Executive Committee
- b. Membership Committee
- c. Awards and Honors Committee
- d. Professional Education Committee
- e. Finance & Budget Committee
- f. Communications Committee
- h. Nominating Committee
- i. Audit Committee

Section 4. Committee Meetings. Unless the presence of a greater number is required in the resolution designating a committee, a majority of the whole committee shall constitute a quorum. Unless the act of a greater number is required in the resolution designating a committee, the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Unless otherwise provided in the resolution designating a committee, such committee may fix the time and place of its meetings, specify what notice of meetings, if any, shall be given, and fix its rules of procedure consistent with these Bylaws or with rules adopted by the Board of Governors. Members of a committee may participate in any meeting 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 or through any technology or equipment allowable under law; such participation in a committee meeting shall constitute presence in person at the meeting. Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the committee entitled to vote with respect to the subject matter thereof.

Section 5. Committee Reports. All Standing and Special Committees and task forces shall report to the Board of Governors at the request of the Board and no less frequent than annually.

Section 6. Executive Committee Powers and Duties. The Executive Committee is composed of the President, President-Elect, Vice President Secretary/Treasurer, and Immediate Past-President of the College. Except as provided in the Act and in Section 7 of this Article VIII, the Executive Committee shall have the authority to act on behalf of the Board of Governors between meetings of the Board of Governors. The Executive

Committee shall also expedite, execute, and administer the actions of the Board of Governors.

Section 7. Executive Committee Limitations. The Executive Committee may not:

- a. Elect officers or fill officer vacancies;
- b. Give final approval of the annual budget;
- c. Elect honorary members of this College;
- d. Change the location of the executive office of this College to another city;
- e. Amend these Bylaws;
- f. Dispose of any assets of the College; or
- g. Take any other act prohibited by the Act.

Section 8. Notice of Executive Committee Meetings. Members of the Executive Committee and other members of the Board of Governors will be notified, in advance, of the date, time and place of each Executive Committee Meeting.

### **Article IX - Referendum**

Section 1. Referendum Procedure. Any member or question which affects this College may be referred to the voting members of this College for general vote according to member voting procedures and requirements set forth in Article VII of these Bylaws for voting at the annual meeting. If a referendum is requested outside the meeting of the general membership at the annual meeting, voting shall be as follows: the request for referendum must be submitted in writing via electronic transmission or certified mail to the Board of Governors. A vote on the referendum must be completed within thirty (30) days of receipt of the referendum. Voting shall be considered completed at midnight at the end of this thirty (30) day period. The Vote shall be considered effective only if at least one-third (1/3) of the members in good standing of the College vote. No question may be submitted to referendum which has been voted upon by referendum within the preceding 12 months of the request for referendum.

Section 2. Referendum Prerequisites. No referendum question may be submitted to the voting members of this College unless it has been requested either by a vote of at least two-thirds (2/3) of the total membership of the Board of Governors or by a written request signed by at least twenty-five (25) members of this College.

### **Article X - Limitations**

Section 1. Activities. The College is not organized for profit and no part of the net earnings of the College shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the College shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws. Notwithstanding the foregoing, earnings of the College may be distributed to any other corporation, provided, however, that the funds or property so distributed shall be applied to such purposes as would be permissible if the College itself applied such funds or property to such purposes. No substantial part of the activities of the College shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the College shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the College shall not take any action not permitted to be taken or engage in any activities not permitted to be engaged in, by an organization exempt from federal income taxation under Section 501(c)(3) of the Code.

Section 2. Distribution of Assets. Upon dissolution of the College, the Board of Governors shall, after paying or making provisions for the payment of all of the liabilities of the College, distribute all of the assets of the College to: (i) one or more organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as organizations exempt from federal income taxation under Section 501(c)(3) of the Code; or (ii) any state, territory or possession of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable, scientific or educational purposes, as those terms are defined in Section 501(c)(3) of the Code. The Board of Governors shall determine how the College's assets will be distributed upon dissolution of the College. Any of the College's assets not so disposed of shall be disposed of by such court of competent jurisdiction sitting in the political subdivision in which the principal office of the College is then located, exclusively to such organizations, as said court shall determine, that are organized and operated exclusively for such purposes.

## **Article XI – Liability, Indemnification, and Insurance**

Section 1. Liability. To the fullest extent permitted by the Act, as now in effect or as may hereafter be amended, no governor, officer or other person who, without compensation other than reimbursement for actual expenses, renders service to or for the College, shall be liable, and no cause of action may be brought, for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such governor or officer, or, in the case of other persons, for damages resulting from an act or omission in rendering such services, unless the act or omission is not in good faith and beyond the scope of authority of the College, or unless the act or omission involved willful misconduct, a crime, or a transaction that resulted in improper personal benefit.

Section 2. Indemnification. To the fullest extent permitted by the Act, as now in effect or as may hereafter be amended, the College shall (a) defend and indemnify any person who is made a party to a legal proceeding because such person is or was a governor or officer of the College against any liability incurred in such proceeding, and (b) advance funds to pay for or reimburse the reasonable expenses incurred by any such indemnitee in the defense of any such proceeding. If the College has paid indemnity or has advanced expenses under this Article XI to a governor, officer, employee or agent, the College shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of such members. The indemnification permitted by this Article XI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law.

Section 3. Insurance. The College may purchase and maintain insurance on behalf of any person to the extent permitted by law, whether or not the College would have the power to indemnify such person against such liability under the provisions of this Article XI.

### **Article XII – Books and Records and Audit**

Section 1. Books and Records. The College shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Governors and Executive Committee, and shall keep at its principal office a record containing the names and addresses of its voting members. Members shall have only such rights to inspect the books and records of the College as are provided in the Act.

Section 2. Audit. The Board of Governors shall cause the accounts and records of the College to be audited annually by a certified public accountant selected by the Board of Governors. The report of such annual audit shall be submitted to the Audit Committee for review and, if acceptable to the Audit Committee, for submission to the Board of Governors for its approval.

### **Article XIII – Parliamentary Procedure**

The most recent edition of Robert's Rules of Order, Newly Revised, shall be the governing parliamentary rules of the College, but only to the extent that such Rules are not inconsistent with the Act, the Articles of Incorporation, these Bylaws or policies and procedures duly adopted by the Board of Governors.

### **Article XIV - Amendments**

The Bylaws may be amended by a majority vote of the voting members, provided that any proposed amendment has first been either approved by the Board of Governors or proposed in writing by at least ten percent of the voting members. The membership vote may be held either (a) at a meeting of the members, in which case the proposed amendment shall have been submitted in writing to the members not more than ninety (90) days and not less than thirty (30) days prior to such meeting; or (b) if

determined by the Board of Governors, by ballot, electronic means or any other manner permitted by the Act, in which case the members shall have a minimum of twenty (20) days within which to submit their votes.