American Association of Hip and Knee Surgeons
Bylaws

ARTICLE I: NAME AND PURPOSE

We, the members of the American Association of Hip and Knee Surgeons (the "Association"), a nonprofit association incorporated in the state of Illinois, do hereby set forth the following bylaws of the Association (these "Bylaws").

SECTION A. PRINCIPAL OFFICE

The principal office of the Association shall be in the State of Illinois. The Association may also have offices in other places, as the Board of Directors shall determine to be desirable.

SECTION B. PURPOSE

The purpose of the Association shall be:

1. To increase knowledge of the hip and knee joint in health and disease.
2. To provide educational opportunities that will promote the highest level of professional standards in patient care of disorders of the hip and knee.
3. To create an optimum environment to enhance education, research and treatment of arthritis of the hip and knee joint.
4. To promote and maintain professional standards to provide the best care to patients with arthritic disorders of the hip and knee joint.
5. To determine optimal standards for education of members in the surgery of the arthritic hip and knee.
6. To ethically promote the members' welfare.
7. To promote the interests of musculoskeletal patients and the profession of adult reconstructive surgery.

ARTICLE II: MEMBERSHIP

SECTION A. CATEGORIES

There shall be nine (9) categories of membership in the Association: Fellow, Associate, Honorary, Emeritus, Clinical Affiliate, Non-Clinical Affiliate, Candidate, Arthroplasty Surgeon in Training, and International.

SECTION B. REQUIREMENTS

There shall be basic requirements for all categories of membership. Membership shall be by completed application.

SECTION C. CONTINGENCY

Membership shall be contingent upon compliance with these Bylaws.

SECTION D. SIZE

The size of the membership shall be unlimited.

SECTION E. DUES

Membership application fee and annual dues will be determined by the Board of Directors.

SECTION F. FELLOW MEMBERS

1. Eligibility for Fellow Membership:
   a. An orthopedic surgeon who shall be board-certified in orthopaedic surgery by the American Board of Orthopaedic Surgery, the American Osteopathic Board of Orthopedic Surgery, the Royal College of Physicians and Surgeons of Canada, or such additional certification board as the Board of Directors may designate.
2. An applicant for Fellow Membership:
   a. Shall have an interest in the advancement of orthopaedic knowledge of the hip and knee joint in health and/or arthritic disorders.
   b. Shall perform a minimum of fifty (50) total hip and/or knee arthroplasties or osteotomies about the hip and/or knee each calendar year.
3. Rights and Duties of Fellow Members:
   a. May vote.
   b. May serve as Chair or as a member of committees of the Association.
   c. May hold office in the Association as a Director or Officer.
   d. Must pay annual dues.
   e. Must maintain good professional and ethical standing.
   f. Shall attend the Annual Meeting of the Association as frequently as professional obligations permit.
   g. Shall maintain a surgical focus on hip and knee surgery.

SECTION G. ASSOCIATE MEMBERS

1. Eligibility for Associate Membership:
   a. An orthopaedic surgeon who does not qualify for Fellow status and has an interest in the advancement of orthopaedic knowledge of the hip and knee joint in health and/or arthritic disorders; or a physician (MD, DO) who has a clinical role in treating patients undergoing hip and/or knee arthroplasty.

2. An applicant for Associate Membership:
   a. Shall regularly perform total hip and/or knee arthroplasties or osteotomies about the hip and/or knee each calendar year or, if a physician but not an orthopaedic surgeon, provides clinical care for patients undergoing total hip and/or knee arthroplasty.
3. Rights and Duties of Associate Members:
   a. May vote.
   b. May serve on committees of the Association, but not as Chair.
   c. May not hold office in the Association as a Director or Officer.
   d. Must pay annual dues.
   e. Must maintain good professional and ethical standing in their community.

SECTION H. HONORARY MEMBERS

1. Eligibility for Honorary Membership:
   a. Honorary members shall be individuals whom the Association deems worthy of special acknowledgment due to notable contributions in the advancement of knowledge of the hip and knee joint in health and/or disease, or because of long-standing or special interest in or service to the Association.
2. Rights and Duties of Honorary Members:
   a. May not vote.
   b. May not hold office in the Association.
   c. May not serve on committees of the Association or attend business meetings of the Association.
   d. May attend educational or scientific meetings of the Association.
   e. May, but are not required to, pay dues, an initiation fee or assessments.

SECTION I. EMERITUS MEMBERS

1. Eligibility for Emeritus Membership:
   a. Fellow, Associate, Clinical Affiliate, Non-Clinical Affiliate or International Members who have curtailed clinical and/or scientific activities due to illness, disability, and/or retirement may request Emeritus status, subject to the approval of the Board of Directors.
2. Rights and Duties of Emeritus Members:
   a. May not vote.
   b. May not hold office in the Association.
   c. May serve on committees of the Association, but not as Chair.
   d. May attend business meetings of the Association as a non-voting participant.
   e. May attend educational and scientific meetings of the Association.
   f. May, but are not required to, pay dues or assessments.

SECTION J. CLINICAL AFFILIATE MEMBERS

1. Eligibility for Clinical Affiliate Membership:
   a. Individuals who are Allied Health Professionals (e.g., PA, PA-C, NP, RN or APRN).
2. An applicant for Clinical Affiliate Membership:
   a. Shall be involved with hip and knee surgeons.
   b. Shall have an interest in the advancement of orthopaedic knowledge of the hip and knee joint in health and/or arthritic disorders.
3. Rights and Duties of Clinical Affiliate Members:
   a. May not vote.
   b. May not hold office in the Association.
   c. May serve on committees of the Association, but not as Chair.
   d. May attend business meetings of the Association as a non-voting participant.
   e. Must pay annual dues.
   f. Must maintain good professional and ethical standards.

SECTION K. NON-CLINICAL AFFILIATE MEMBERS

1. Eligibility for Non-Clinical Affiliate Membership:
   a. Individuals who do not qualify for Fellow or Associate membership.
2. An applicant for Non-Clinical Affiliate Membership:
   a. Shall be involved with hip and knee surgeons (e.g., Researcher, Engineer, Scientist, Hospital Administrator or Practice Manager).
   b. Shall be notable for contributions in advancement of knowledge of hip and knee joints in health and disease or shall have demonstrated long-standing special interest or service to the Association.
   c. Shall have an interest in the advancement of orthopaedic knowledge of the hip and knee joint in health and/or arthritic disorders.
3. Rights and Duties of Non-Clinical Affiliate Members:
   a. May not vote.
   b. May not hold office in the Association.
   c. May serve on committees of the Association, but not as Chair.
   d. May attend business meetings of the Association as a non-voting participant.
   e. Must pay annual dues.
   f. Must maintain good professional and ethical standards.

SECTION L. CANDIDATE MEMBERS

1. Eligibility for Candidate Membership:
   a. Membership in this category shall be for no more than two (2) years, after which the Candidate Member must request approval to become a Fellow or Associate Member and fulfill the requirements of that category in order to continue membership in the Association.
2. An applicant for Candidate Membership:
   a. Shall be board-eligible in orthopaedic surgery.
   b. Shall have an interest in the advancement of orthopaedic knowledge of the hip and knee joint in health and/or arthritic disorders.
   c. Shall have a reference from an AAHKS Fellow Member.
3. Rights and Duties of Candidate Members:
   a. May attend business meetings of the Association as a non-voting participant.
   b. May serve as a voting member on committees of the Association, or as chair of a committee whose majority of members are Candidate and/or Arthroplasty Surgeon in Training members.
   c. May not hold office in the Association.
   d. Must pay discounted annual dues. Eligibility for discounted annual dues may continue for up to two (2) years, until the Candidate Member is able to generate enough cases to qualify and is approved for Fellow or Associate Membership status in the Association.
   e. Must maintain good professional and ethical standing in the community.
   f. Are encouraged to attend educational and scientific meetings of the Association at a discounted registration fee.

SECTION M. ARTHROPLASTY SURGEON IN TRAINING MEMBERS

1. Eligibility for Arthroplasty Surgeon in Training Membership:
   a. Must be participating in a U.S. or Canadian orthopaedic residency or fellowship training program.
   b. Membership in this category shall be for no more than six (6) years, after which the Arthroplasty Surgeon in Training Member must request approval to become a Candidate Member and fulfill the requirements of that category in order to continue membership in the Association.
2. An applicant for Arthroplasty Surgeon in Training Membership:
   a. Shall have an interest in the advancement of orthopaedic knowledge of the hip and knee joint in health and/or arthritic disorders.
   b. Shall have a reference from the applicant's Resident or Fellowship Program Director, or from an AAHKS Fellow Member.
3. Rights and Duties of Arthroplasty Surgeon in Training Members:
   a. May attend business meetings of the Association as a non-voting participant.
   b. May serve as a voting member on committees of the Association, but not as chair.
   c. May not hold office in the Association.
   d. Must pay discounted annual dues. Eligibility for discounted annual dues may continue for up to six (6) years, until the member is approved for Candidate Membership status in the Association. The Board of Directors may waive or further reduce dues for applicants from Fellowship Programs that participate in a Universal Fellowship Match approved by the Association.
   e. Must maintain good professional and ethical standing in the community.
   f. Are encouraged to attend educational and scientific meetings of the Association at a discounted registration fee.

SECTION N. INTERNATIONAL MEMBERS

1. Eligibility for International Membership:
   a. An orthopaedic surgeon who has an interest in the advancement of orthopaedic knowledge of the hip and/or knee joint in health and/or arthritic disorders, has been certified/licensed outside of the United States or Canada and is currently practicing outside the United States or Canada.
2. An applicant for International Membership:
   a. Shall regularly perform total hip and/or knee arthroplasties or osteotomies about the hip and/or knee and be a member in good standings in their National Orthopaedic Society.
3. Rights and Duties of International Members:
   a. May vote.
   b. May serve on committees of the Association, but not as Chair.
   c. May not hold office in the Association as a Director or Officer.
   d. Must pay annual dues.
   e. Must maintain good professional and ethical standing in their community and country.
   f. Are encouraged to attend the annual educational and scientific meeting of the Association.

SECTION O. ELECTION OF MEMBERS

1. Fellow, Associate, Candidate, Clinical Affiliate, Non-Clinical Affiliate, Arthroplasty Surgeon in Training and International members must be voted into membership by the Board of Directors after submitting an application for review by the Member Outreach Committee.
   a. An applicant who fulfills eligibility requirements shall submit an application for membership to the Member Outreach Committee.
   b. A slate of eligible applicants shall be submitted to the Board of Directors by the Member Outreach Committee.
   c. The Board of Directors will vote on proposed members. A plurality of affirmative votes by the Board of Directors is required to elect Fellow, Associate, Candidate, Clinical Affiliate, Non-Clinical Affiliate, Arthroplasty Surgeon in Training and International members.
2. Honorary Members shall be nominated by the Board of Directors and presented to the Association membership at the Annual Meeting for confirmation by the membership.
3. Emeritus Members are subject to approval by the Board of Directors.

SECTION P. APPLICATION FOR MEMBERSHIP

The application process and forms required for all categories of membership shall be sufficient to ensure that all requirements are met.

SECTION Q. NOTIFICATION OF MEMBERSHIP

1. All new Fellow, Associate, Candidate, Honorary, Emeritus, Clinical Affiliate, Non-Clinical Affiliate, Arthroplasty Surgeon in Training, and International members shall be notified of their membership status by the Secretary of the Association.
2. The Secretary shall be responsible for informing the unsuccessful candidates of the outcome of their application.

SECTION R. TERMINATION OF MEMBERSHIP

1. A member in good standing may resign at any time after providing written notice to the Secretary of the Association and fulfilling all outstanding obligations to the Association.
2. A member who has failed to pay the annual dues within a time specified by the Board of Directors after a written reminder shall forfeit membership.
3. A member whose license to practice medicine has been revoked shall forfeit membership.
4. Failure to maintain a focus on total hip/knee surgery shall forfeit membership.
5. A member who fails to continue to satisfy the basic requirements for a category of membership for which they have applied and been admitted shall forfeit membership.

ARTICLE III. BOARD OF DIRECTORS

SECTION A. COMPOSITION

The Board of Directors will be composed of eleven (11) members consisting of the seven (7) officers and four (4) at-large members. Two Members-at-Large will be elected each year and will each serve for two years. The Members-at-Large shall be:

1. Fellows of the Association with a minimum of two (2) years Fellow Membership in the Association.
2. No member may serve more than one (1) consecutive term as Member-at-Large.
3. Candidates for Members-at-Large shall be nominated by the Nominating Committee.
4. Members-at-Large shall be elected by Fellow, Associate or International Members in attendance at the Annual Meeting entitled to vote.
5. The names of the approved nominees will be distributed not less than five (5) or more than sixty (60) days before the date of the Annual Meeting to the voting members of the Association for action at the Annual Meeting. Additional nominations may be made by members eligible to vote following release of the approved nominees. The Board of Directors shall adopt a process for accepting additional nominees that allows for a determination of qualification and eligibility prior to the election at the Annual Business Meeting. Additional nominations of individuals not qualified, eligible or willing to be considered for the office shall be rejected.
6. A plurality of the votes shall elect.

SECTION B. DUTIES OF THE BOARD OF DIRECTORS

1. The Board of Directors shall serve as the governing authority of the Association and shall consider all its activities and determine its policies. It may invite any person it deems helpful to participate in its deliberations at any meeting.
2. The Board of Directors shall convene at least two (2) times per year.
3. The Board of Directors shall approve the annual budget and expenditures of funds and shall request annual independent audits of the financial accounts of the Association.

SECTION C. QUORUM

A majority of the Board of Directors shall constitute a quorum. A majority vote of those present shall be required to take any action. The Board of Directors may meet electronically, consistent with Illinois law.

ARTICLE IV. OFFICERS AND DUTIES (Executive Board)

SECTION A. OFFICERS

The Officers of the Association shall be the immediate Past President, the President, the First, Second and Third Vice-Presidents, the Secretary, and the Treasurer. All Officers must be Fellows of the Association.

SECTION B. ELECTION OF OFFICERS

1. The term of office of all Officers except the Secretary and Treasurer shall begin at the close of the Interim Meeting of the Association following the Annual Meeting at which they are elected and shall terminate at the close of the next Interim Meeting of the Association.
2. The Secretary and Treasurer shall each serve a three-year term that begins at the close of the Interim Meeting of the Association following the Annual Meeting at which they are elected.
3. No member may serve more than one (1) consecutive term in the same office except for Secretary and Treasurer.
4. The Secretary and Treasurer may serve in the same office for not more than two (2) consecutive terms.
5. Candidates for Officer positions shall be nominated by the Nominating Committee.
6. Election of Officers shall be by vote of Fellow and Associate Members in attendance at the Annual Meeting entitled to vote.
7. The names of the nominees will be distributed not less than five (5) or more than sixty (60) days before the date of the Annual Meeting to the voting members of the Association for action at the Annual Meeting.
8. A plurality of the votes shall elect.

9. In the event of death, resignation or incapacity of the Secretary or Treasurer, the Board of Directors shall appoint a member of the Board of Directors to serve in the position until the next Annual Meeting, at which time a Fellow Member shall be nominated by the Nominating Committee and elected by the membership to complete the term.

SECTION C. DUTIES OF THE OFFICERS

1. The President

a. Shall preside at all meetings of the Association, the Board of Directors and the Executive Committee and shall serve as the Chief Officer of the Association.
b. Shall be empowered to act for the Association with the agreement of the Executive Committee in the event of any contingency not covered by the Bylaws.
c. Shall appoint, with concurrence of the Board of Directors, members to represent the Association to other organizations, except as otherwise provided in these bylaws.
d. Shall supervise the Executive Director.
e. Shall be an Ex-Officio voting member of all committees and task forces except the Nominating Committee.
f. Shall perform all other duties required by statute, these Bylaws or policy established by the Board of Directors.

2. The First Vice-President

a. Shall preside at the meetings of the Association, the Board of Directors or the Executive Committee in the absence, or upon the request, of the President.
b. Shall assume the duties of the President in the event of the death, resignation or incapacity of the President.
c. Shall succeed to the Presidency at the close of the Interim Meeting of the Association.
d. Shall serve on the Finance Committee for the term of office.
e. Shall serve as Chair of the Committee on Committees and Bylaws for the term of office.
f. Shall perform all other duties required by these Bylaws or policy established by the Board of Directors.

3. The Second Vice-President

a. Shall succeed to the office of First Vice-President at the close of the Interim Meeting or in the event of the death, resignation or incapacity of the current First Vice-President.
b. Shall serve as Board of Director's liaison to designated affiliated organizations for the term of office.
c. Shall serve on the Committee on Committees and Bylaws for the term of office.
d. Shall perform all other duties required by these Bylaws or policy established by the Board of Directors.

4. The Third Vice-President

a. Shall succeed to the office of Second Vice-President at the close of the Interim Meeting or in the event of the death, resignation or incapacity of the current Second Vice-President.
b. Shall appoint one (1) Fellow to serve as Chair of the Annual Meeting during the Third Vice-President's presidential year, and as a member of appropriate committees.
c. Shall serve on the Committee on Committees and Bylaws for the term of office.
d. Shall perform all other duties required by these Bylaws or policy established by the Board of Directors.

5. The Secretary

a. Shall see that official correspondence of the Association and the proceedings of all Membership meetings and all Board of Directors meetings are properly handled and records kept.
b. Shall present a report of the Association's activities to the membership at all Business Meetings.
c. Shall see that notices required by these Bylaws are sent to Association members and shall conduct such other correspondence as may be requested by the President or the Board of Directors.
d. Shall serve on the Committee on Committees and Bylaws for the term of office.
e. Shall tally, collect and record Association membership and Board of Directors votes on Association business.
f. Shall perform all other duties required by statute, these Bylaws or policy established by the Board of Directors.

6. The Treasurer

a. Shall see that all funds are received and deposited in such bank or banks as may be designated by the Board of Directors.
b. Shall see to the payment of all bills of the Association and the keeping of an itemized account of receipts and expenditures.
c. Shall see that a record is kept of all dues-paying members and shall notify the Board of Directors of those delinquent in payment of dues.
d. Shall present a financial report to the membership at each Business Meeting.
e. Shall be bonded.
f. Shall serve as Chair of the Finance Committee for the term of office.
g. Shall perform all other duties required by statute, these Bylaws or policy established by the Board of Directors.

7. Immediate Past President

a. Shall serve on the Finance Committee for the term of office.
b. Shall serve as Chair of the Nominating Committee for the term of office.

c. Shall serve as the Compliance Officer for the term of office, reviewing and enforcing conflicts of interest compliance of the Board of Directors, committee members and others representing the Association. In the event of a conflict for the Immediate Past President, an appropriate delegate may be appointed.
d. Shall perform all other duties required by these Bylaws or policy established by the Board of Directors.

ARTICLE V. COMMITTEES

SECTION A. STANDING COMMITTEES

1. Member Outreach Committee

A. Composition
1. This committee shall consist of not less than (3) Fellow Members and no less than three (3) members from other categories that are eligible for appointment.
2. The committee membership shall be appointed by the Committee on Committees based on the annual application process and confirmed by the Board of Directors.

B. Duties
1. Prepare application forms for membership and distribution.
2. Consider all completed applications for membership.
3. Investigate all credentials and qualifications of applicants.
4. Recommend applicants for Fellow, Associate, Candidate, Clinical Affiliate, Non-Clinical Affiliate, Arthroplasty Surgeon in Training, International and International Resident membership to the Board of Directors. Applications of proposed members who are rejected by the Member Outreach Committee shall be submitted to the Board of Directors for review.
5. Be responsible for the membership recruitment and retention activities of the Association.

2. Nominating Committee

A. Composition
1. The committee shall consist of five (5) Fellow Members each serving for a term of one (1) year, including:
   a. The Chair, who shall be the Immediate Past-President of the Association.
   b. Three (3) Fellow members, who are not current members of the Board of Directors, elected by a plurality at the Annual Meeting of the Association.
   c. One (1) Fellow member appointed by the Board of Directors.
   d. No member may serve consecutive terms.

B. Duties
1. Request nominations from the membership for Third Vice-President, Secretary and Treasurer (in years when the term of office is expiring), and two (2) At-large members of the Board of Directors.
2. Request nominations from the membership for three (3) Fellow members to serve on the following year's Nominating Committee.
3. Prepare a slate of candidates for election at the next Annual Meeting, including at least one nominee for the following elective positions in the Association:
   a. Third Vice-President
   b. Secretary, in years when the term of office is expiring
   c. Treasurer, in years when the term of office is expiring
   d. Two (2) At-Large members of the Board of Directors
4. Report the committee's recommendations for the slate of Board of Director candidates and following year's Nominating Committee to the Board of Directors at least sixty (60) days prior to the Annual Meeting.

3. Finance Committee

A. Composition
1. The committee shall consist of seven (7) members, including:
   a. The Chair, who shall be the Treasurer of the Association.
   b. The President of the Association.
   c. The Immediate Past President of the Association.
   d. The First Vice-President of the Association.
   e. A Member-at-Large of the Board of Directors appointed by the current President of the Association.
   f. Two (2) members-at-large with financial experience appointed from among the Fellows of the Association for two-year terms, and eligible for one (1) reappointment.
   g. The Executive Director and Association Accounting Professionals shall serve as non-voting advisors to the committee**.**
2. The term of service will change each year consistent with the new occupant of the board position.

B. Duties
1. Develop fiscal policy.
2. Ensure the implementation by the Association of sound financial management practices.
3. Ensure the accuracy and validity of the financial and statistical information used by the Board of Directors or by external agencies to evaluate the fiscal affairs of the Association.
4. Review, guide and monitor the performance of invested funds held by the Association including endowment, restricted and unrestricted funds.
5. Recommend the Annual Budget to the Board of Directors.

4. Committee on Committees and Bylaws

A. Composition

1. The Committee shall consist of five (5) members, including:
   a. The Chair, who shall be the First Vice-President of the Association.
   b. The Second Vice-President of the Association.
   c. The Third Vice-President of the Association.
   d. The Secretary of the Association.
   e. One (1) Member-at-Large of the Board of Directors appointed by the current President of the Association.
2. The term of service will change each year consistent with the new occupant of the board position.

B. Duties

1. Appoint the chairs of Standing Committees created by the Board of Directors.
2. Appoint members to the standing committees, except as provided by these Bylaws, upon written application from Members, or by selection based upon special qualifications.
3. Review, on annual basis, the composition, performance, and direction of all committees, and recommend the creation or dissolution of standing committees to the Board of Directors.
4. Initiate, review and recommend to the Board of Directors appropriate Bylaws changes.

5. Executive Committee

A. Composition

1. The Executive Committee shall be composed of the President, the First, Second and Third Vice-Presidents, the Secretary and the Treasurer of the Association.

B. Duties

1. The Executive Committee shall be empowered to act for the Board of Directors on emergency or time sensitive matters when convening the full Board of Directors is impractical. The members of the Board of Directors shall be notified of the actions of the Executive Committee by the most expeditious means.

6. Additional Standing Committees

Additional Standing Committees may be created by policy of the Board of Directors, including size and membership requirements.

7. Task Forces

Task Forces may be appointed at the discretion of the President or by a majority of the Board of Directors, to carry out specific assigned tasks, which are expected to be of limited duration not requiring a standing committee.

ARTICLE VI. MEETINGS OF THE ASSOCIATION

SECTION A. GENERAL MEMBERSHIP BUSINESS MEETINGS

An Annual Meeting of the Members of the Association shall be held each year at a time and place to be determined by the Board of Directors at which the Members shall transact such business as may be properly brought before the meeting. Additionally, an Interim Meeting of the Members of the Association may be held after the Annual Meeting prior to the next Annual Meeting at a time and place to be determined by the Board of Directors at which the Members shall transact such business as may be properly brought before the meeting. For the purpose of transitioning officers and committee chairs, the spring meeting of the Board of Directors will be considered the Interim Meeting, if no Interim Meeting of the Members is held.

SECTION B. SPECIAL MEETINGS

1. Special General Membership Meetings of the Association may be called by the Board of Directors. The purpose and the business to be transacted at these Special General Meetings shall be stated in the notice of the meeting.
2. The Board of Directors may hold a special meeting of the Board at the discretion of the President or upon request by not less than six (6) members of the Board of Directors.

SECTION C. COMMITTEE MEETINGS

Each standing committee may meet in conjunction with the Annual Meeting or the Interim Meeting of the Association and by conference call as needed. Task Force meetings shall be held by conference call at the discretion of the chair.

SECTION D. NOTICE

Written or printed notice stating the place, day and hour of any business meeting of Members shall be delivered either personally, by mail or by electronic mail to each Member not less than five (5) or more than sixty (60) days before the date of such meeting, by or at the direction of the Board of Directors, the President or members of the Board of Directors calling the meeting. Written or printed notice stating the place, day and hour of any meeting of the Board of Directors shall be delivered either personally, by mail or by electronic mail to each Member of the Board not less than five (5) or more than sixty (60) days before the date of such meeting, by or at the direction of the Board of Directors, the President or members of the Board of Directors calling the meeting, provided, however, that the President may call emergency meetings of the Board of Directors with less notice. The purpose for which the meeting is called shall be stated in the notice when required by statute or these Bylaws. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail, with postage prepaid, addressed to the Member at his address as it appears on the records of the Association. If sent by electronic mail, the notice of a meeting shall be deemed delivered when directed to an electronic mail address at which the Member has consented to receive notice.

SECTION E. QUORUM

A majority of Members registered at a meeting entitled to vote shall constitute a quorum for the transaction of business at regular or special meetings. A plurality vote of those voting on an issue shall be required to approve any matter.

SECTION F. PARLIAMENTARY PROCEDURE

All meetings of the Association shall be conducted according to these Bylaws and Parliamentary Procedure according to a guide to Parliamentary Procedure selected by the Board of Directors.

ARTICLE VII. DISSOLUTION

Dissolution of the Association must be approved by 75 percent of the Association's members.

ARTICLE VIII. BYLAWS AMENDMENTS

SECTION A. PROPOSED AMENDMENTS

The Board of Directors may propose amendments to these Bylaws for consideration by the membership. Fellow Members may also propose amendments to these Bylaws. Any amendment to the Bylaws proposed by Fellow Members must be signed by at least three (3) Fellow Members and submitted in writing to the Secretary of the Association. Amendments proposed by Fellow Members will be reviewed and voted upon by the Board of Directors. A two-thirds (2/3) affirmative vote by the Board of Directors will be required to place the proposed amendment for consideration by the membership. The Board of Directors can amend the proposed amendments, as can the membership.

SECTION B. ASSOCIATION APPROVAL

Notice of any proposed amendments to these Bylaws shall be given to all members entitled to vote at least ninety (90) days prior to a vote by the membership. If mailed, the notice of proposed amendments shall be deemed delivered when deposited in the United States mail, with postage prepaid, addressed to the Member at Member's address as it appears on the records of the Association. If sent by electronic mail, the notice of proposed amendments shall be deemed delivered when directed to an electronic mail address at which the Member has consented to receive notice. A vote may be conducted by ballot distributed by mail or electronic mail to all members entitled to vote or may be conducted at a general business meeting of the Association.

1. For a vote conducted by ballot, approval shall require a two-thirds (2/3) affirmative vote of the responding members of the entire membership entitled to vote when written notice of the proposed changes has been given to the voting members at least ninety (90) days prior to the ballot receipt deadline.
2. For a vote conducted at a general business meeting of the Association, approval shall require a two-thirds (2/3) affirmative vote of those present at a General Business Meeting and entitled to vote when written notice of the proposed changes has been given to the voting members at least ninety (90) days prior to the meeting date.

ARTICLE IX. CONTRACTUAL ARRANGEMENTS

The Board shall be authorized to employ an Executive Director who shall serve as the chief administrative officer of the Association. The Executive Director shall possess such authority and be subject to whatever limitations the Board may impose. The Executive Director shall be delegated authority to act for and on behalf of the Association. The Executive Director may delegate to any other employee such responsibilities as they shall deem appropriate. The Executive Director shall be a non-voting ex-officio member of the Association Board of Directors. Ex-officio members of the Board shall not attend executive sessions of the Board except by specific invitation. The Association may enter into contractual arrangements with independent contractors for purposes of, but not limited to, meeting arrangements, accounting, secretarial assistance and legal counsel. Any contract must be signed by the President and Secretary of the Association. In the absence of either the President or Secretary, the First Vice-President is empowered to act in that person's place. The authority to sign contracts may be delegated by the Board of Directors to the Executive Director.

ARTICLE X. INDEMNIFICATION

The Board of Directors shall exercise the full extent of the powers which the Association has under Illinois law, as such law exists from time to time, to indemnify any director, member, committee member, officer, employee or agent for expenses incurred by reason of the fact that they are or were director, member, officer, employee or agent of this Association or of another society which they may have served in such capacity at the request of this Association. Such expenses shall include attorney's fees, judgments, fines, amounts paid in settlement and amounts otherwise reasonably incurred. The Board of Directors may make advances against such expenses upon terms decided by it. The Board of Directors may exercise the full extent of the power which the Association has under the Illinois law, as such a law exists from time to time, to purchase and maintain insurance against risks above described on behalf of any director, member, officer, employee or agent.

ARTICLE XI. CONFORMITY TO LAW

In the event that any provision of these Bylaws shall not conform to provisions of the laws of the United States or the state of Illinois, the law shall take precedence.

Approved November, 1993
(Revised February, 1997)
(Revised November, 1999)
(Revised November, 2002)

(Revised November, 2004)
(Revised November, 2007)
(Revised November, 2008)
(Revised November, 2009)
(Revised November, 2012)
(Revised November, 2013)
(Revised November, 2014)
(Revised November, 2015)
(Revised November, 2017)
(Revised November, 2019)
(Revised November, 2021)
(Revised November, 2022)
(Revised November, 2023)
(Revised November 2026)