

## **Dermatologic and Aesthetic Surgery International League (DASIL) Bylaws**

### **Article I Name and Purposes**

#### **Section 1 Name**

The name of this corporation shall be the Dermatologic & Aesthetic Surgery International League (hereinafter the "League").

#### **Section 2 Mission**

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

#### **Section 3 Purposes**

The corporation is a professional association for educational, research, and scientific purposes under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The corporation shall operate for non-profit purposes and no part of the net earnings shall inure to the benefit of any individual, member or director, and no substantial part of its activities will be to carry on propaganda or otherwise attempt to influence legislation, nor will it participate in or intervene in any political campaign on behalf of or in opposition to, any candidate for political office. The corporation is intended to be and remain an independent, non-profit corporation, and the directors, officers, members, agents and employees will refrain from any action or activity which will prevent or compromise in any way such status or the ability of the corporation to receive donations which may be tax deductible, or which may jeopardize its status as a corporation whose receipts are exempt from income taxation under the Internal Code Section 501(c) (3).

#### **Section 4 Rules of Procedure**

The most current edition of Roberts Rules of Order shall be the rules by which DASIL Board of Director meetings are conducted.

### **Article II Offices**

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

### **Article III Members**

#### Section 1 Membership

Membership may be granted to any individual who: (i) meets the criteria set forth below for each category of membership in the League; (ii) shares interest in and supports the purposes of the League; (iii) abides by these Bylaws, of the League and such other rules and regulations as the League may adopt; and (iv) meets such additional criteria for each category of membership in the League as the Board of Directors may from time to time establish:

##### (a) Fellows

Any physician who is a graduate of either an allopathic or osteopathic medical school in good standing in the country in which the individual practices and is specialty certified or accredited or credentialed by the individual's country's recognized agency responsible for such certification, accreditation or credentialing shall be eligible to be a Fellow. Fellows shall have the rights to attend membership meetings, to participate in discussion, to vote on matters submitted to a vote of the membership, to hold elective office and to serve on committees and councils. Fellows shall be obligated to pay all dues and assessments imposed on Fellows under Article V of these Bylaws.

##### (b) Associates

Any physician who is a graduate of either an allopathic or osteopathic medical school and is in good standing in the country in which the individual practices and who has three (3) years of experience specializing in the practice of dermatology or aesthetic surgery or is a teacher or graduate student who meets or is pursuing the educational requirements for a certification examination or meets the individual's country's requirements but has not yet been specialty certified, or credentialed or accredited shall be eligible to be an Associate. Associates shall have all of the rights of Fellows except that they shall not be eligible to serve in any League officer positions. Associates shall be obligated to pay all dues and assessments imposed upon Associates under Article V in these Bylaws.

##### (c) Fellow-in-Training

Any physician who is a graduate of either an allopathic or osteopathic medical school and is in good standing in the individual's country and who is pursuing post residency or post graduate study shall be eligible to be a Fellow-in-Training. Fellows-in-Training may serve on League committees except they shall not be eligible to serve in any positions that require election by the membership or by members of any core organizational unit. Applicants for Fellows-in-Training shall provide written evidence that they are in such a

training program for each year that they apply for this category of membership. However, individuals can only apply for this category for a maximum of one three-year sequence. The method by which such evidence shall be presented shall be defined as part of the League's Administrative Regulations. Fellows-in-Training shall have all of the rights of Fellows except that they shall not be eligible to serve in any League officer positions or as members of any of the League's Core Organizational units. Fellows-in-Training may serve on either League Standing Committees or League Board approved Committees. Fellows-in-Training shall be obligated to pay all dues and assessments imposed upon Associates under Article V in these Bylaws.

(d) Resident

Any physician who is a graduate of either an allopathic or an osteopathic medical school and is in good standing in the individual's country and who is pursuing a residency in the individual's country of residence shall be eligible to be a Resident. Residents shall have the same rights and privileges as those of Fellows-in-Training member. Resident members shall be obligated to show written evidence that they are in a Residency program that is recognized by the country in which they participate in such a program. The method by which such evidence shall be presented shall be defined, as part of the League's Administrative Regulations. Residents shall be obligated to pay all dues and assessments imposed upon Associates under Article V in these Bylaws.

(e) Affiliate

A non-graduate of either an allopathic or osteopathic medical school who is actively engaged in the study, or research of either dermatologic or aesthetic surgery; who possesses a doctoral level graduate degree or is employed to support dermatologic or aesthetic surgery practice environment shall be eligible to be an Affiliate member. Affiliate members may work or volunteer as committee members. Affiliate members are not eligible to hold any League offices or positions requiring being a physician or surgeon. Affiliate members shall be obligated to pay all dues and assessments imposed upon Associates under Article V in these Bylaws.

(f) Honored Member

An individual who has provided special and/or significant service to the League or to the specialty that merits special recognition by the League may be elected to Honored membership. This category of membership shall be conferred by vote of the League Board of Directors. Honored members shall not pay dues or assessments. Honored members may be appointed by the Board of Directors to committee positions. Honored members shall be ineligible to hold any positions requiring election by the Membership or by members of the Core Organizational units.

(g) Retired Member

A Member in good standing, who is no longer in active practice or in employment approved for membership in the league but who wants to remain involved in League activities may apply to become a member with this category. The granting of this membership category shall be done by specific action of the Board of Directors.

Procedures and processes necessary to apply for and be granted this membership category shall be defined in the League's Administrative Regulations.

### Section 2 Application and Election

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

### Section 3 Resignation

Members may resign from the League at any time by giving written notice to the Secretary.

### Section 4 Reinstatement

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

### Section 5 Ethics and Discipline

#### (a) Grounds for Discipline

A member may be disciplined for any of the following reasons:

- (1) Failure to comply with these Bylaws, the principles of ethics of the League, or any other rules or regulations of the League
- (2) Conviction of a felony or crime related to, or arising out of, the practice of medicine or involving moral turpitude
- (3) Limitation, suspension, revocation, or forfeiture by any state, province or country of the member's right to practice medicine
- (4) Unauthorized use of the League's name, logo, or other symbols on stationery, publications, advertisements, printed material or in any other manner or
- (5) Immoral, dishonorable, or unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of the League including, without limitation, any conduct determined to constitute a basis for discipline by the Association.

#### (b) Procedures

Discipline, which shall include, but not be limited to, censure, suspension, and expulsion, shall be by a two-thirds majority of the Board of Directors. A statement of the charges will be mailed by certified or overnight mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Board at which the charges shall be considered, and the member shall have the opportunity to appear

in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Board.

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

#### Section 7 Automatic Termination

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

### **Article IV Membership Meetings**

#### Section 1 Annual Meeting

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

#### Section 2 Special Meetings

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

#### Section 3 Notice

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

#### Section 4 Quorum

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

#### Section 5 Manner of Acting

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

### Section 6 Mail Vote

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

## **Article V Dues and Assessments**

The combined annual dues for all members of the League shall be determined, from time to time, by a vote of the majority of the League Board of Directors. The time for paying such dues and other assessments, if any, shall be determined from time to time by the League Board of Directors. The membership of any member who is ninety (90) days in default in the payment of any dues or assessments shall be terminated automatically unless such termination is delayed by the Board of Directors. Under special circumstances, the Board may waive the annual dues and/or assessments for any member or group of members.

## **Article VI Board of Directors Officers**

### Section 1 Officers

The officers of the League shall be the President, President-Elect and Treasurer. The Executive shall be an *ex officio* member and shall serve as the Board and League Secretary. Unless otherwise provided in the bylaws, no two offices may be held simultaneously by the same person and no member may serve in the same office for consecutive terms.

- (a) The term of office held shall be one year for each Officer position held. The exception to this is provided in Article VI Section 8 of these Bylaws.
- (b) This article provides a progression through the Officer positions that result in a three-year service length on the Board of Directors.

### Section 2 President

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

### Section 3 President-Elect

The President-Elect shall assist the President in the discharge of the duties of the President as the President may direct, and shall perform such other duties as may be assigned from time to time by the President or the Board. In the absence of the President, the President-Elect shall perform the duties of the President.

- (a) The President-Elect shall succeed to the office of President at the conclusion of the Annual Meeting or if the President dies or is unable or refuses to act. If the President-Elect succeeds to the office of President by reason other than natural succession by expiration of the current President's term of office, the President – Elect shall serve for the remaining unfulfilled term of the replaced President and further serve the one (1) year term of office as President that he or she would have succeeded to if the current President had fulfilled his or her term of office.

### Section 4 Treasurer

The Treasurer shall be the principal accounting and financial officer of the League and shall have charge of and be responsible for the maintenance of adequate books of account for the League. The Treasurer shall have charge and custody of all funds and securities of the League, and shall be responsible therefore, for the receipt and disbursement thereof; shall deposit all funds and securities of the League in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article XII of these Bylaws; shall serve as chair of the Finance Committee, shall serve and in general shall perform all of the duties customarily incident to the office of treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. The duties of the Treasurer may be assigned by the Board in whole or in part to the Executive.

- (a) The Treasurer shall succeed to the office of President-Elect at the conclusion of the Annual Meeting or if the President-Elect dies or is unable or refuses to act. If the Treasurer succeeds to the office of President-Elect by reason other than natural succession by expiration of the current President-Elect's term of office, the Treasurer shall serve for the remaining unfulfilled term of the replaced President-Elect and further serve the one (1) year term of office as President-Elect that he or she would have succeeded to if the current President-Elect had fulfilled his or her term of office.
- (b) Candidates for Treasurer shall have current or prior service on the DASIL Board of Directors

### Section 5 Secretary

The Secretary shall keep minutes of the meetings of the Board of Directors and the membership; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation and these Bylaws; shall be custodian of the corporate records; shall keep a record of the mailing address of each member of the League; and, in general, shall perform all duties customarily incident to the office of secretary and such other duties as may be assigned from time to time by the President or the Board.

The duties of the Secretary may be assigned by the Board in whole or in part to the Executive.

#### Section 6 Immediate Past President

The Immediate Past President shall perform such duties as may be assigned from time to time by the President or the Board. If the Treasurer of DASIL succeeds to the office of President-Elect by reason other than natural succession by expiration of the current Treasurer's term of office the Immediate Past President shall assume the duties of Treasurer for the remainder of the Treasurer's unexpired term. The Immediate Past President will not be eligible to proceed to Presidential line except as provided In Article VI section 9 of these Bylaws. In addition to the duties of Treasurer, the Immediate Past President shall carry out the duties and responsibilities assigned to the Office by these Bylaws and by the Board of Directors.

The Immediate Past President shall serve one year as an *ex officio* advisor to the Board or until a new Immediate Past President becomes available.

#### Section 7 Initial President, President-Elect and Treasurer

All leaders who serve an initial term of less than three years may, at their option, be re-appointed for a consecutive full three-year term. The Procedure and service length for these initial officers shall be as follows:

- (a) President serves one year and then is re-appointed for a full three-year term – starting as Treasurer and rotating through the offices. The total consecutive service length will be four years.
- (b) President-Elect serves two years (1) President-Elect and (1) President and then is reappointed as Treasurer and progresses through the offices until the person serves again as President. The total consecutive service length will be five years.
- (c) Treasurer rotates through the offices till his or her term of President is completed. There shall be no reappointment for the initial Treasurer.

This section shall become null and void upon the completion of the Initial Treasurer's term as President.

#### Section 8 Term and Service Limits

Except as provided in Article VI Section 7, the service limit for all officers shall be three years. An eligible member may be re-nominated for office only after a three (3) year period has elapsed since his or her last service as an officer position.

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

#### Section 1 Authority and Responsibility

The affairs of the League shall be managed by a Board of Directors, which shall have supervision, control and direction of the affairs of the League, shall determine its policies or changes therein within the limits of the law and of these Bylaws, shall actively

promote its purposes and have discretion in the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

#### Section 2 Composition, Nomination, Election, and Term

- (a) The Board shall be composed of twelve (12) members as follows: the President, President-Elect, and Treasurer, the three (3) senior officers of the Assembly of National Affiliated Societies (ANAS), and six (6) Members-at-Large.
- (b) The Executive shall serve as an *ex officio* member and shall function as the Secretary of the Board.
- (c) Members-at-Large shall be elected by the Voting Members for three-year staggered terms. Members-at-Large may not serve consecutive terms as Members-at-Large.
- (d) The President, President-Elect and Treasurer shall automatically succeed to office in the manner set forth in Article VI above.
- (e) The Members-at-Large shall be slated by the Nominating Committee and approved by the membership entitled to vote at a membership meeting. Each At-Large member shall serve three-year staggered terms. Members-at-Large may not serve consecutive terms as Members-at-Large except in the instance of the initial At-Large members of the Board.
  - (1) The initial At-Large members shall choose by lot two (2) of their number to serve initially for one (1) year with a renewable three year term, two (2) of their number to serve for two (2) years with a renewable three year term and two of their number to serve a three (3) year non-renewable term.
  - (2) Provision (Article VII Section 2e(1)(2)) shall become null and void after the initial At-Large Board members complete their non-renewable three (3) year term
  - (3) At-Large Board members after their full three-year term may be considered for nomination three years after they have concluded their full three (3) year term.
  - (4) Selection of At Large Board members shall be based upon member's competency and willingness to serve. When possible, consideration should be given to At Large Board members nominations that are representative of the geographical regions of the membership.
- (f) The officers of the Assembly of National Affiliated Societies (ANAS) shall serve on the Board for a three (3) year term that is aligned with their service and term as officers of the ANAS.
- (g) Newly elected or appointed Board members shall take office at the annual meeting of the members of the League, which immediately follows their election or appointment and shall continue in office until their successors are duly elected and qualified.
- (h) At large Board members who serve an unexpired term of less than three (3) years shall be eligible to be considered for nomination to serve a full three (3) year

term if the Nominating Committee so determines and the individual is willing to serve a full three (3) year term.

### Section 3 Regular Meetings

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

### Section 4 Special Meetings

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

Notice of any special meeting of the Board shall state the time, date, and place of the meeting and shall be delivered at least ten (10) days prior to the date of such meeting, provided that notice of any special meeting held by telephone conference call is delivered at least twenty-four (24) hours prior to the call. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

### Section 5 Quorum

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

### Section 6 Manner of Acting

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

### Section 7 Resignation and Removal

Any Board member may resign at any time by giving written notice to the Secretary. In addition, any Board member may be removed by an affirmative vote of the individuals who appointed him or her, whenever, in their judgment, the best interests of the League would be served by such removal.

### Section 8 Vacancies

In the event of the death, resignation, removal, or incapacity of the Treasurer the Board may appoint an individual to fill the vacant office until the next annual membership meeting or until the next regular annual nomination and election process, whichever comes first. In either case, the Nominating Committee shall follow its customary nomination and election procedures set forth in Article XI Section 1b of these Bylaws.

In the event of the death, resignation, removal, or incapacity of a Board Member-at-Large, the Board may appoint an individual to fill the vacant office for the remainder of the term.

#### Section 9 Action by Written Consent

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

#### Section 10 Meeting by Conference Call

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

### **Article VIII Assembly of National Affiliated Societies (ANAS)**

Affiliated national societies will be represented in the ANAS by one member designated as its representative to the ANAS.

#### Section 1 Authority and Responsibility

- (a) National representatives will share with other ANAS represented organizations activities occurring related to the DASIL mission and vision.
- (b) Representatives will present national based issues that are hurdles to the growth of the society within its national boundary
- (c) The ANAS will create within its structure a mechanism by which those issues that are strictly national in scope can be addressed based on the experience of the larger group in order to deliberate and assist the national society in dealing with the issue.
- (d)
- (e) Organize a three member ANAS Nominating Committee, which will review and select a new Secretary of the ANAS who will rotate through the officer chairs as described above.
- (f) Solicit additional candidates not presented by the Nominating Committee.
- (g) Present the recommended slate to the ANAS representatives to secure their approval
- (h) Accountability of the ANAS shall be to the Board of Directors and the membership

#### Section 2 Officers, Composition, Nomination, Election, and Term

- (a) Three officers consisting of a Chair, Vice Chair and Secretary will serve a one (1) year term for each office. After the initial slate of officers is installed officers then will proceed up the officer positions from Secretary, to Vice Chair to Chair. After the initial slate of Officers is chosen, the Assembly Nominating

committee will only have to choose candidates to fill the Secretary position which will become vacant after the Chair rotates off the officer group and the current Vice Chair becomes Chair and the current Secretary moves up the officer line to Vice Chair.

- (b) The Officer candidates shall be slated by an ANAS Nominating Committee selected by the ANAS representatives who will present recommended candidates for ANAS approval. Additional candidates may be presented for consideration by the ANAS representatives.
- (c) The ANAS election process will be defined as part of the League's Administrative Regulations.

### Section 3 Affiliation with the League

Any association, society or non-profit organization that is within the scope of professional activity of the League's mission and vision may request affiliation with the League. From time to time, the Board may establish, modify or amend the process and procedures for application, review and determination of a national society's application for affiliation.

### Section 4 Selection of National Society Representatives

The process for selection of, term and length of service of the National Society's representative shall be governed and administered solely by the representative's national society.

- (a) The National society shall file with the League the process and procedures by which its representative is chosen.
- (b) Such documentation is to be provided to the League as an information document.

## **Article IX Executive Staff**

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

## **Article X**

## Committees

### Section 1. Standing Committees

Standing committees are established and defined within these Bylaws.

#### (a) Executive Committee

(1) Composition: The Executive Committee shall consist of the President, President-Elect and Treasurer. In addition, the Executive shall serve as a non-voting, *ex-officio* member of the Executive Committee.

(2) Duties: The Executive Committee may exercise the authority of the Board in the management of the business and affairs of the League between meetings of the Board, subject at all times to applicable law, the Articles of Incorporation and Bylaws of the League and the prior rules, resolutions, and regulations adopted or promulgated by the Board. The Executive Committee will report its actions to the Board of Directors.

(3) Quorum and Manner of Acting: A majority of the members of the Executive Committee, which must include the President, shall constitute a quorum for the transaction of business. Meetings may be called by the President or by any two Executive Committee members.

#### (b) Nominating Committee

(1) Composition, Appointment and Term: The Nominating Committee shall consist of three (3) Fellows; elected by vote of the League membership and one (1) the Immediate Past President. All members shall serve a one (1) year term. The Immediate Past President shall serve as Committee Chair.

(2) Nomination and Election to the Committee A list of nominees shall be proposed by the membership at the annual meeting of the League Subsequent to the meeting the membership will be asked to vote for members of the Nominating Committee. Those receiving the three highest number of votes shall be considered to be elected to the Nominating Committee. No committee member may serve consecutive terms on the Committee

(3) Duties: The Committee shall solicit nominations for those officer positions where there is no automatic succession and for those Members- at-Large, whose terms shall expire at the annual membership meeting, and shall submit to the Board for purposes of information and, to the membership, a list of qualified candidates to succeed those officers and Members-at-Large. The Committee also shall nominate individuals to fill vacancies as set forth in Article VII, Section 8 above and to fill such other positions as the Board may determine. Members of the Nominating Committee are not eligible for elected office or other elected Board positions.

#### (c) Finance Committee

(1) Composition and Term; The Finance Committee shall consist of the Treasurer and three (3) other Fellows, at least two (2) of whom are members of the Board of Directors. The Treasurer shall serve as chair of the Committee. The President shall appoint the remaining members of the Committee, subject to

approval of the Board of Directors. Committee members shall serve one-year terms and may serve consecutive terms.

(2) Duties: The Finance Committee shall develop the League's annual budget and oversee its investments.

d) Professional Conduct Committee

(1) Composition and Term: The Professional Conduct Committee shall consist of four (4) Fellows, none of whom shall be members of the Board of Directors.

Each member of the committee shall serve a staggered three-year term.

(2) Duties: The Professional Conduct Committee shall be responsible for addressing disciplinary matters for the League in accordance with disciplinary policies and procedures adopted by the Board of Directors from time to time.

Section 2. Board Established Committees

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

Section 3 Appointment

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

Section 4 Vacancies

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

Section 5 Quorum and Manner of Acting

Unless otherwise provided in these bylaws or in the resolution establishing a committee, one half of the committee shall constitute a quorum, and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee.

Section 6. Policies and Procedures

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

**Article XI**  
**Finance**

#### Section 1 Contracts

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

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

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

#### Section 3 Deposits

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

#### Section 4 Bonding

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

#### Section 5 Gifts

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

#### Section 6 Books and Records

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

#### Section 7 Fiscal Year

The fiscal year of the League shall be determined from time to time by the Board of Directors.

### **Article XII Waiver of Notice**

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

**Article XIII**  
**Indemnification of Directors and Officers**

The League shall indemnify all past and present officers, directors, committee members and other volunteers of the League to the full extent permitted by the Illinois General Not For Profit Corporation Act and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined from time to time by the Board.

**Article XIV**  
**Amendments**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by: (i) a vote of the majority of the members eligible to vote and present at a special meeting thereof, in person or by proxy; or (ii) a mail vote conducted pursuant to the requirements of Article IV, Section 6 of these Bylaws; provided that the substance of the alteration, amendment or repeal has been approved by the Board of Directors and submitted in writing to the membership not more than sixty (60) and not less than fifteen (15) days prior to the date by which the same is to be considered.

**Article XV**  
**Administrative Procedures**

The Board shall establish operational procedures by which the provisions of these Bylaws are executed. Such procedures shall make reference to at least one of these Bylaws that are addressed by the procedure.

Section 1 Adoption of Procedures

Administrative Procedures shall be considered approved and adopted by a 2/3 affirmative vote of the total Board of Directors.

Section 2 Amendment of Procedures

Amendment of any Administrative Procedure shall require a 2/3 affirmative vote by the total Board of Directors provided that notice that such a proposed amendment will be considered not fifteen (15) days prior to the meeting at which the proposed amendment will be considered.

**Article XVI**  
**Use of Electronic Communication**

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

**Article XVII**  
**Dissolution**

In the event of the dissolution of the League, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the League, dispose of all of the remaining assets of the League (except any assets held by the League 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 League in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future United States Internal Revenue statute, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the League is then located, exclusively for such purposes in such manner, or to such organization or organizations, which are organized and operated exclusively for such purposes, as said court shall determine.