



**BYLAWS**  
**VIRGINIA MEDICAL GROUP MANAGEMENT ASSOCIATION**  
**A Virginia Nonstock Corporation**

**Effective: March 15, 2015**  
**Revised: September 26, 2016**  
**Revised: March 18, 2018**  
**Reviewed/Approved: June 4, 2020**  
**Revised: November 11, 2021**

**Next Review Date: 11/2023**

## TABLE OF CONTENTS

<u>ARTICLE I.</u>	<u>MEMBERS</u>	<u>Start Page</u>
Section 1.	Reserved Powers . . . . .	5
Section 2.	Categories of Membership . . . . .	5
Section 3.	Rights of Members . . . . .	7
Section 4.	Organizational Structure. . . . .	7
Section 5.	Membership Dues . . . . .	8
Section 6.	Membership Application . . . . .	8
Section 7.	Automatic Termination of Membership Status . . . . .	8
Section 8.	Expulsion for Cause . . . . .	8
Section 9.	Meetings. . . . .	9
Section 10.	Notice of Meetings . . . . .	9
Section 11.	Waiver of Notice . . . . .	10
Section 12.	Quorum . . . . .	10
Section 13.	Voting . . . . .	10
Section 14.	Minutes . . . . .	11
Section 15.	Place of Meeting . . . . .	11
Section 16.	Telephone/Video Conference. . . . .	11
<u>ARTICLE II.</u>	<u>DIRECTORS</u>	
Section 1.	General Powers . . . . .	12
Section 2.	Authority, Responsibility and Restrictions . . . . .	12
Section 3.	Composition/Election/Term . . . . .	12

<b><u>ARTICLE II.</u></b>	<b><u>DIRECTORS (cont.)</u></b>	<b><u>Start Page</u></b>
<b>Section 4.</b>	Resignation/Removal/Vacancies . . . . .	14
<b>Section 5.</b>	Job Descriptions . . . . .	14
<b>Section 6.</b>	Regular Meetings . . . . .	14
<b>Section 7.</b>	Special Meetings . . . . .	14
<b>Section 8.</b>	Executive Sessions . . . . .	14
<b>Section 9.</b>	Notice of Meetings . . . . .	15
<b>Section 10.</b>	Waiver of Notice . . . . .	15
<b>Section 11.</b>	Attendance Policy . . . . .	16
<b>Section 12.</b>	Action Without Meeting . . . . .	16
<b>Section 13.</b>	Minutes . . . . .	17
<b>Section 14.</b>	Compensation . . . . .	17
<b>Section 15.</b>	Telephone/Video Conference . . . . .	17
<b>Section 16.</b>	Meeting Quorum. . . . .	17
<b>Section 17.</b>	Non-Delegation of Voting Rights. . . . .	17
<b><u>ARTICLE III.</u></b>	<b><u>OFFICERS</u></b>	
<b>Section 1.</b>	General . . . . .	18
<b>Section 2.</b>	Election/Term . . . . .	18
<b>Section 3.</b>	Resignation/Removal/Vacancies . . . . .	18
<b>Section 4.</b>	Job Descriptions . . . . .	19
<b><u>ARTICLE IV.</u></b>	<b><u>COMMITTEES</u></b>	
<b>Section 1.</b>	General . . . . .	20

<b><u>ARTICLE IV.</u></b>	<b><u>COMMITTEES (cont.)</u></b>	<b><u>Start Page</u></b>
<b>Section 2.</b>	Appointment/Members . . . . .	20
<b>Section 3.</b>	Board Committees . . . . .	20
<b>Section 4.</b>	Designated Board Committees . . . . .	21
<b>Section 5.</b>	Member Committees . . . . .	22
<b>Section 4.</b>	Designated Member Committees . . . . .	23
<b><u>ARTICLE V.</u></b>	<b><u>MISCELLANEOUS PROVISIONS</u></b>	
<b>Section 1.</b>	Fiscal Year . . . . .	24
<b>Section 2.</b>	Interpretation . . . . .	24
<b>Section 3.</b>	Amendments . . . . .	24
<b>Section 4.</b>	Disbursements. . . . .	24
<b>Section 5.</b>	Indemnification. . . . .	24
<b>Section 6.</b>	Effective Date . . . . .	24

**VIRGINIA MEDICAL GROUP MANAGEMENT ASSOCIATION**  
**A Virginia Nonstock Corporation (“Corporation”)**

**ARTICLE I**  
**MEMBERS**

The purpose of the Virginia Medical Group Management Association (VMGMA) is to collect and disseminate to the members information relating to medical group management and to promote education of the members through meetings, seminars and written communication. The Association will also render and propose national, state and local legislation in health care administration.

**Section 1. Reserved Powers**

The following powers are reserved to the Members and may be exercised only as provided by these Bylaws:

- (a) Active Members shall have the right to vote on the election of Elected Directors and Officers.
- (b) Active Members shall have the right to approve any amendments to the Corporation’s Articles of Incorporation.
- (c) Active Members shall have the right to vote on a merger of the Corporation, the disposition or encumbrance of all or substantially all property of the Corporation and the dissolution of the Corporation, as provided in Article I, Section 13 below.
- (c) Except as otherwise provided in the Virginia Nonstock Corporation Act (the “Act”), the Articles of Incorporation, or these Bylaws, all other authority and voting rights and privileges shall be reserved to the Board of Directors.

**Section 2. Categories of Membership**

There shall be four (4) categories of membership:

- (a) Active: Any individual who is directly employed to provide management, administrative or related support services to an entity formally organized to provide or facilitate the provision of healthcare services or an individual employed by a management organization, hospital/hospital system, practice management firm or other business entity responsible for managing significant operational components of an entity providing healthcare services (including MSOs, PHOs, IPAs, CINs). This can

include consultants who are responsible for management operations of one (1) or more practices on an ongoing basis. (*Revised 3/2019.*)

(1) Sub-categories of Active Membership

- (a) Organizational: an entity which provides healthcare services within Virginia. Dues based on number of organizational members. Each member under an Organizational Membership is entitled to membership benefits, including the right to vote on all matters presented to the members, to serve as an officer and/or director and may serve on member committees as appointed by the Board.
- (b) Transitional: an active member in good standing who becomes disassociated from their management, administrative or related support services position and is actively seeking alternative medical management, administrative or related support services employment. Active member will have completed at least one (1) year of active membership and then may apply for transitional status for one (1) year. Dues will be the same as an active member; they shall have voting privileges in the organization; if member is currently serving on the board or on a committee, they may continue in such position during transitional period.
- (b) Affiliate: Any individual who is employed by, or an owner of, an entity providing products and/or services to health care providers, including, by way of example only, insurers, health care vendors or similar providers and that do not qualify as an active member. An Affiliate is entitled to membership in VMGMA as determined by the Board of Directors and will be a non-voting member of VMGMA.
- (c) Student Affiliate: Any individual enrolled full time as a student in a healthcare degree or business-related degree program at an accredited institution of higher learning including, by way of example only, community colleges, universities, technical colleges, postgraduate or fellowship programs. A Student Affiliate is entitled to membership in the VMGMA as determined by the Board of Directors and will be a non-voting member of the VMGMA and may serve on any committee.
- (d) Lifetime: Any individual who has been an Active Member in the previous year and is fully retired from the field of health care management. This member will have demonstrated exceptional service to VMGMA through years of service, support and serving to strengthen VMGMA. A Lifetime member will have benefits of an active member but no voting privileges within VMGMA for as long as they wish to participate in the association.

### **Section 3. Rights of Members**

Members shall have the following rights:

(a) **Active Members:**

- (1) Shall have the right to vote on issues that come before the membership.
- (2) Shall have the right to serve as an Elected Director or Officer of the Corporation.
- (3) Shall have the right to serve on member committee(s) upon appointment by the Board of Directors.

(b) **Student Affiliate and Lifetime Members:**

- (1) Shall not have the right to vote on issues that come before the membership.
- (2) Shall not have the right to serve as an Elected Director or Officer of the Corporation.
- (3) Shall have the right to serve on member committee(s) upon appointment by the Board of Directors.

(c) **Affiliate Members:**

- (1) Shall not have the right to vote on issues that come before the membership.
- (2) Shall not have the right to serve as an Elected Director or Officer of the Corporation.
- (3) Shall have the right to serve on member committee(s) if requested by the Board of Directors.

### **Section 4. Organizational Structure**

- (a) **Organization:** The Board of Directors shall appoint such committees as it considers necessary to perform the objectives and goals of VMGMA, with associated responsibilities and authority.

- (b) **Medical Group Management Association (National):** VMGMA will be affiliated and enter into an affiliation agreement with National MGMA. This agreement may be amended from time to time or terminated upon approval of the Board of Directors.
- (c) **Allied Organizations:** For VMGMA to further their objectives, the Board of Directors may establish relationships with other associations of similar purposes that are formed on a local, regional (sub state or multi state) or state basis. The Board of Directors may establish such relations, establish terms and conditions for connecting to recognized societies, groups and associations as it considers appropriate.

**Section 5. Membership Dues**

- (a) **Establish Dues:** The Board of Directors shall establish and periodically revise the annual dues for each class of membership.
- (b) **Delinquency and Cancellation:** Any member of VMGMA who is delinquent in dues for a period of ninety (90) days from the deadline of payments shall be notified of such delinquency and dropped from the membership. The dropped member will forfeit all rights and privileges of membership, unless at the request of the member, it is waived by an affirmative action of the Board of Directors.

**Section 6. Membership Application**

Applications for membership and renewal of membership shall be submitted and processed in accordance with procedures established by the Corporation. Membership in the Corporation is non-transferable.

**Section 7. Automatic Termination of Membership Status**

Membership shall automatically be terminated:

- (a) When Member ceases to meet the eligibility requirements for his/her membership category.
- (b) When Member does not renew annual membership.

Any individual whose membership has automatically terminated pursuant to this Section may be reinstated by reapplying for membership and payment of annual dues applicable to his/her membership category.

**Section 8. Expulsion for Cause**

By a three-fourths (3/4) vote of current Board Members, the Board may expel any Member from the



Association for cause [and will notify the member of its decision]. The former member may then request an appeal of the Board's decision in writing addressed to the attention of the President within thirty (30) days of Board's decision. Such appeal should include any additional supportive documentation which the former member wants to present to support their case for reinstatement as a member in good standing. Within thirty (30) days of receiving such appeal, the Board will review the appeal and make a decision on the appeal. If two-thirds (2/3) of the Board votes to uphold the previous decision, then such action will be final and the former member will be notified. In the absence of receiving a two-thirds (2/3) vote, the member will be reinstated as a member in good standing and will be notified in writing of the Board's decision. If a member is expelled from the Association, dues are not refundable to the member.

### **Section 9. Meetings**

- (a) Annual Meeting: The annual meeting of the membership shall be held each year in conjunction with an educational event. The date and time of said meeting shall be determined by the Board of Directors.
- (b) Regular Meetings: The membership may hold additional regular meetings.

The Board of Directors may fix, in advance, a record date to make determination of members entitled to notice of, and to vote at, the annual meeting of the Members or any regular meeting of the Members, such date to be not more than ninety (90) days before such meeting. If no such record date is set, then the record date shall be the close of business on the day before the date on which the first notice of the meeting is mailed. If notice is given by any manner other than by mail, then the record date shall be the close of business on the day before the date on which the first notice of the meeting is given.

- (c) Special Meetings: Special meetings of the membership may be called by the President, the Board of Directors and/or by the Secretary upon request by twenty-five percent (25%) of the voting members, within thirty (30) days after filing of such request with the President. The business to be transacted at any special meeting shall be stated in the notice. No business shall be conducted at a special meeting other than that stated in the notice of the meeting.

### **Section 10. Notice of Meetings**

Meeting notice shall be given in writing or electronically to Members no less than ten (10) days and no more than ninety (90) days before the day set for the meeting except when a different time is required by the Act. Special meeting notices must be sent to voting Members and specifically identify the business to be conducted at the special meeting. Notices will be sent to the last known address or email address of each member.

**Section 11. Waiver of Notice**

- (a) A Member may waive any notice required by the Act, the Articles of Incorporation or these Bylaws before or after the date and time of the meeting that is the subject of such notice. Such waiver shall be given in writing, be signed by the Member entitled to the notice and be delivered to the Secretary for inclusion in the Corporation's records.
- (b) Attendance at any meeting of the membership will be deemed a waiver of notice otherwise required.

**Section 12. Quorum**

- (a) Twenty percent (20%) of the then current Active Members, by electronic and/or in person vote as deemed appropriate by the Board and legal counsel, shall constitute a quorum for the transaction of business at a meeting of the membership.
- (b) In matters related to the amendment of the Articles of Incorporation, a merger involving the Corporation, the disposition or encumbrance of all or substantially all of the property of the Corporation, or the dissolution of the Corporation, Active Members holding fifty-one percent (51%) of the votes entitled to be cast, represented in person or by electronic vote as deemed appropriate by the Board and legal counsel, shall constitute a quorum.

**Section 13. Voting**

- (a) Each Active Member shall be entitled to one (1) vote on each matter presented to the Membership for a vote. Proxy voting shall not be allowed. Unless otherwise specifically provided in these bylaws, a simple majority of the voting members present at any duly constituted meeting shall be required to determine any action brought before the membership. Voting may also take place by electronic means if so desired and approved by the Board of Directors.
- (b) When a vote needs to be performed electronically, a date will be posted on the vote to identify when it must be returned for a count. The counting of the votes shall be completed within thirty (30) days following the date requested for return of vote.
- (c) In matters related to the amendment of the Articles of Incorporation, a merger involving the Corporation, the disposition or encumbrance of all or substantially all property of the Corporation, or the dissolution of the Corporation, the affirmative vote of at least two-thirds (2/3) of the votes entitled to be cast by the membership present and/or by electronic vote.

Proxy voting shall not be allowed. Upon dissolution of the Association, after paying or adequately providing for the debts and obligations of the Association, including liquidation expenses, any remaining assets shall be distributed to one or more organizations to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, to be used exclusively for charitable purposes.

**Section 14. Minutes**

Minutes of meetings of the membership and a full account of its' transactions shall be kept by the Executive Director and Secretary of the Corporation. If one (1) is not available, the President will appoint a second (2<sup>nd</sup>) person to assist.

**Section 15. Place of Meeting**

Business meetings and special meetings of the membership may be held within or outside the State of Virginia.

**Section 16. Telephone/Video Conference**

Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone, video conference or similar communications equipment. The persons participating in the meeting should be able to hear each other at the same time. Participation by telephone, video conference or similar means shall constitute presence in person at the meeting.

## **ARTICLE II** **DIRECTORS**

### **Section 1. General Powers**

The business and affairs of the Corporation shall be managed under the direction of its' Board of Directors. The Board is responsible for overall policy and direction of the Association, and delegate's responsibility of day-to-day operations to the Executive Committee, subject to any limitations set forth in the Act, the Articles of Incorporation and/or the Bylaws of the Corporation. The Board shall determine the Associations' policies, therein it shall actively execute Association objectives, supervise the disbursement of funds and shall be responsible for the interpretation of these Bylaws. The President will serve as the Board Chair. The Board may adopt such rules and regulations to conduct business as shall be deemed advisable. The Board of Directors will have the power to appoint such committees as it deems necessary from time to time to carry on the work of the Association.

### **Section 2. Authority, Responsibility and Restrictions**

- (a) The Board of Directors may adopt such rules and regulations for the conduct of business, as it deems advisable.
- (b) The Board of Directors is responsible for developing and maintaining a continuous strategic planning process that includes strategic imperatives and assigns responsibilities for the actions or goals to be achieved and is presented to the membership at the Annual Business Meeting. In addition, the Board of Directors will conduct a review of its accomplishments in accordance to the strategic plan and will report on its accomplishments to the members at the Annual Business Meeting.
- (c) The Board of Directors shall adopt an annual operating budget.
- (d) The Board of Directors shall review and approve on an annual basis the signature authority of the Officers, including limits and authorizations on financial transactions by each Officer.
- (e) Each Director shall serve on at least one (1) committee.

### **Section 3. Composition/Election/Term**

- (a) Composition: The Board of Directors shall consist of at least nine (9) Active Members:
  - (1) Officers: The President, Vice President, Secretary and Treasurer of the Corporation shall each be voting members of the Board of Directors. (Officer Terms defined in Article III.)

- (2) Elected Directors: There shall also be five (5) to ten (10) Elected Directors who are Active Members on the Board of Directors.
  - (3) Appointed Directors: There shall be zero (0) to four (4) Appointed Directors who are Active Members of the Board of Directors.
- (b) Election: Elected Directors shall be elected by the Active Members of the Corporation, on recommendation of the Nominating Committee, at the Annual meeting which will be determined by the Board of Directors. The Appointed Directors will be appointed by the Board of Directors.
- (c) Term: Elected Directors:
- (1) Shall be elected for a term of two (2) years. The term shall commence at the end of the annual election event.
  - (2) May be re-elected for two (2) successive terms in the absence of being elected to an Officer position or appointed to the Third-Party Payer Liaison, Legislative Liaison, Vendor Liaison or College Forum Representative positions.
  - (3) Shall be entitled to one (1) vote on each matter presented to the Board or on committee(s) which elected director participates.
  - (4) May chair and/or serve on committee(s).
- (d) Term: Appointed Directors:
- (1) The Third-Party Payer Liaison, Legislative Liaison, Vendor Liaison or College Forum Representative positions shall be appointed for a term of one (1) year. Each may be re-appointed for unlimited successive terms as deemed appropriate by the Board of Directors.
  - (2) Shall continue to serve until his or her successor has been appointed, elected or until such Appointed Director's position is eliminated by a decrease in the number of Directors.
  - (3) May chair and/or serve on committee(s).
  - (4) Shall be entitled to one (1) vote on each matter presented to the committee which Appointed Director either chairs or participates. An Appointed Director may not vote at Board Meetings. (Reason for non-vote at Board meetings is that Appointed Directors are not elected by membership but rather by the Board.)

#### **Section 4. Resignation/Removal/Vacancies**

An individual shall cease to be a Director on the date that such individual ceases to be an Active Member.

- (a) Resignation: An Elected Director may resign at any time.
- (b) Removal: The Board of Directors or Members may remove an Elected Director, with or without cause, but the notice of the meeting must clearly state that the purpose of the meeting is to remove an Elected Director.
- (c) Vacancies: A vacancy among the Elected Directors may be filled for the remainder of the unexpired term by an affirmative vote of the remaining Directors. A vacancy that will become effective at a specified later date may be filled by a majority vote of the remaining Directors, before such vacancy occurs; provided, however, that the new Elected Director may not take office before such vacancy occurs.

#### **Section 5. Job Descriptions**

Job descriptions for Directors will be maintained in a separate document and will be reviewed at least every two (2) years.

#### **Section 6. Regular Meetings**

The Board of Directors shall adopt a schedule of meetings which shall be considered regular meetings. Regular meetings shall be held at such times and at such places, either within or outside the Commonwealth of Virginia, as designated by the President or Secretary. From time to time, representatives of the regional chapters affiliated with the Corporation may be invited to attend meetings of the Board of Directors. The regional chapter representatives shall have no vote on any matter coming before the Board of Directors.

#### **Section 7. Special Meetings**

Special meetings of the Board of Directors may be called by the President or a majority of the Board of Directors and shall be held at such times and at such places, either within or outside the Commonwealth of Virginia, as the person or persons calling the meetings shall designate. One example is Executive Session.

#### **Section 8. Executive Session**

At any meeting of the Board where a quorum is present, the Board may, by a majority vote, decide to enter an Executive Session in which only voting Directors and invited

parties may be present. The decision to enter Executive Session shall be recorded in the minutes, and actions taken may be recorded in the minutes. Executive Session minutes may be kept separately and confidentially, and need not include the discussion, only actions taken. These sessions can occur at the end of a board meeting or separate from a board meeting if no formal actions are to be taken. The notice and agenda of the meeting and, at the meeting, a motion to adjourn to Executive Session should refer to the categories of permissible subjects that can and will be discussed. The fact that the Board will adjourn to Executive Session to discuss topics that are the subject of Executive Session (such as formation of 3rd party contracts; member discipline; to consider litigation; employee issues) must be on the agenda unless the topic would qualify as an “emergency” agenda item. The Board has the power to make decisions in Executive Session concerning matters that can properly be discussed in Executive Session as referenced in response to the last question. Whether the Board should do so will depend on the issues to be discussed and decided. Decisions concerning litigation or relating to use of association counsel should generally not be voted on in open session. Other decisions, such as the agreement to hire a company, might appropriately be voted on in an open meeting. If the Board needs to vote on an issue – The President would call for adjournment of Executive Session; vote on issue and document vote. At that time, the Board can adjourn or reconvene the Executive Session.

#### **Section 9. Notice of Meetings**

No notice need be given of regular meetings of the Board of Directors. Notice of special meetings of the Board of Directors shall be given to each Director electronically, by telephone, in person or delivered by any means of written communication to such Director’s business address not less than twenty-four (24) hours before the meeting. Any such notice shall include the time and place of the meeting and state the purpose for which such meeting is being called.

#### **Section 10. Waiver of Notice**

- (a) A Director may waive any notice required by the Act, the Articles of Incorporation or these Bylaws before or after the date and time stated in the notice. Except as provided in the following subsection, any such waiver shall be in writing, signed by the Director making such waiver and filed with the Corporation’s records.
- (b) A Director's attendance at or participation in a meeting waives any required notice to him of the meeting unless the Director, at the beginning of the meeting or promptly upon their arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or consent to action taken at the meeting.
- (c) Waiver of Notice: In the event of special or emergency meetings where there is very short notice, the Executive Director should send a waiver of

notice to Directors. This notice may be sent via postal mail or via email with a read receipt. This notice serves two (2) purposes:

- (1) It informs Directors that the meeting will be held.
- (2) If the Director is not available for the meeting, the Director returns the signed waiver, which serves as an official record of notification. (See example of waiver.)

The Executive Director is responsible for sending the notices out to the Directors and receiving signed waivers back prior to the meeting.

### **Section 11. Attendance Policy**

A Director shall attend all meetings of the Board of Directors during their defined term and all meetings of any committee(s) on which a Director serves during their defined term. In the absence of extenuating circumstances, a Director's attendance will be considered unsatisfactory when:

- (1) The Director misses one (1) or more meetings of the Board of Directors.
- (2) The Director does not meet the attendance policies of individual committee(s) charter(s) on which they serve.

If a Director finds he or she is unable to meet attendance requirements, such Director may resign from the Board of Directors, allowing the Board of Directors to fill the vacancy in accordance with these Bylaws. If the Director does not voluntarily resign, the Board of Directors may remove such Director from the Board of Directors.

### **Section 12. Action Without Meeting**

Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is approved by the unanimous consent of the Directors then in office. The approval of such an action shall be evidenced by one (1) or more written consents stating the action to be taken, signed by each Director either before or after the action taken and delivered to the Secretary for filing with the Corporation's records. Any action taken by unanimous consent shall be effective when the last Director signs the consent unless the consent specifies a different effective date, in which event the action taken shall be effective as of the date specified in the consent, provided that the consent states the date of execution by each Director. A Director may withdraw his or her consent only by delivering a written notice of withdrawal to the Secretary prior to the time that all consents are in the possession of the Secretary.



**Section 13. Minutes**

The Board of Directors shall keep minutes of its' meetings and a full account of its' transactions. The Executive Director and/or Secretary shall be responsible for the recording of all minutes of every meeting of the Board and its' appointed committees, in which business is being transacted in such order as the Board may determine from time to time. However, in the event the Executive Director or the Secretary is not available, the President of the Board may appoint an individual to take the minutes of the meeting. If this is a committee meeting that the President, Executive Director or Secretary are not available, the Chair of the Committee would appoint an individual to take minutes of the meeting. Minutes that were taken by an individual other than the Executive Director will ensure that the minutes are legible and forward to the Executive Director for preparation.

**Section 14. Compensation**

No Director shall be entitled to any compensation for his/her services as a Director but may be allowed reimbursement for expenses actually and reasonable incurred on behalf of the Corporation.

**Section 15. Telephone/Video Conference**

Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone, video conference or similar communications equipment. The persons participating in the meeting should be able to hear each other at the same time. Participation by telephone, video conference or similar means shall constitute presence in person at the meeting.

**Section 16. Meeting Quorum**

A quorum at the Board of Directors meetings shall consist of one (1) more than fifty percent (50%) of the total members of the Board. Committee meetings quorums are per specific committee charters.

**Section 17. Non-Delegation of Voting Rights**

The voting rights of a Director shall not be delegated to another person nor exercised by proxy.

## **ARTICLE III** **OFFICERS**

### **Section 1. General**

Only Directors who are currently serving on the board of not less two (2) years may become Officers of the Corporation. The Officers of the Corporation shall be President, Vice President, Secretary and Treasurer. Only Active Members may serve as Officers.

### **Section 2. Election/Term**

- (a) **Election:** The Officers of the Corporation shall:
  - (1) Be elected at the annual meeting of the Members.
  - (2) Be elected by plurality of the votes cast by the Members entitled to vote in the election of such Officers.
  - (3) Not be re-elected for successive terms in the same position except Treasurer, who may serve two (2) consecutive two (2) year terms.
  - (4) Continue to serve until their successor is elected, despite the expiration of their term.
- (b) **Term:** The Officers of the Corporation shall:
  - (1) Each serve a two (2) year term. The Treasurer may serve two (2) consecutive two (2) year terms.

### **Section 3. Resignation/Removal/Vacancies**

An individual shall cease to be an Officer on the date that such individual ceases to be an Active Member.

- (a) **Resignation:**
  - (1) An Officer may resign at any time.
- (b) **Removal:**
  - (1) The Board of Directors or the Members may remove an Officer, with or without cause, but the notice of the meeting must clearly state that the purpose of the meeting is to remove an Officer.

- (c) Vacancies: A vacancy of any Office may be filled for the remainder of the unexpired term by an affirmative vote of the Board of Directors. A vacancy that will become effective at a specified later date may be filled by a majority vote of the Directors, before such vacancy occurs; provided, however, that the new Officer may not take office before such vacancy occurs.

**Section 4.     Job Descriptions**

Job descriptions for the Officers will be maintained in a separate document and will be reviewed at least every two (2) years.

**ARTICLE IV**  
**COMMITTEES**

**Section 1.**     **General**

The Corporation shall have Board Committees and Member Committees.

**Section 2.**     **Appointment/Members**

- (a)     Appointment: The members (other than ex-officio members) of the Board Committees and Member Committees shall be appointed by the Board of Directors.
- (b)     Members: Each Board Committee and Member Committee shall be comprised of at least three (3) Active members.

**Section 3.**     **Board Committees**

- (a)     Appointment: The members (other than ex-officio members) of the Board Committees shall be appointed by the Board of Directors.
- (b)     Members: Directors of the Board shall Chair and Co-Chair Board committees. Individual charters for each committee will define the number needed for each committee and what comprises that number. The Chair and Co-Chair will be appointed by the Board of Directors. The appointed Chair will request volunteers to complete the committee from the Board.
- (c)     Authority: Board Committees shall have authority to act on behalf of the Board of Directors, subject to any limitations imposed by the Act, the Articles of Incorporation, or these Bylaws; provided, however, that no Board Committee may:
  - (1)     Approve or recommend to Members action that is required by the Act to be approved by the Active Members.
  - (2)     Make appointments to, or fill vacancies on, the Board of Directors or on any Board Committees other than the committee they chair.
  - (3)     Amend the Articles of Incorporation.
  - (4)     Adopt, amend or repeal these Bylaws.
  - (5)     Approve a plan of merger.

- (d) Committee Operations: The provisions of these Bylaws which govern meetings, action without meetings, notice and waiver of notice and quorum and voting requirements for the Board of Directors shall also apply to Board Committees. Votes to take place during a committee call must be prior approved by the Executive Committee. If a vote takes place during a committee call that was not prior approved, then the vote must be communicated to the Executive Committee. This would allow the Executive Committee to override the vote if they so deemed within twenty-four (24) business hours of receipt of communication.

**Section 4. Designated Board Committees**: Board Committees shall include but not limited to:

- (a) Executive Committee:
- (1) Chair: The President shall chair the Executive Committee.
  - (2) Co-Chair: The Vice President shall co-chair the Executive Committee.
  - (3) Members: The members of the Executive Committee shall be the Officers of the Corporation, all of whom shall be ex-officio members of the Executive Committee. A person shall cease to be a member of the Executive Committee at such time as such person ceases to be an Officer.
  - (4) Authority: Subject to any restrictions imposed by the Act, the Executive Committee shall have and exercise authority to transact all regular business of the Corporation during the interim periods between meetings of the Board of Directors; the Executive Committee shall also have and exercise emergency power, as defined in the Executive Committee Charter; provided, however, that it may not take any action that conflicts with the expressed policies of the Board of Directors and that it shall refer all matters of strategic importance to the Board of Directors.
- (b) Any other Board Committee(s) created by the Board of Directors. All Board Committee(s) shall have a charter. Individual charters for each committee shall define the number of members of each committee and what comprises that number. The Chair and Co-Chair will be appointed by the Board of Directors. Appointed Chair(s) will request volunteers to complete the committee from the Board. Charter(s) will be maintained in a separate document and will be reviewed at least every two (2) years.

**Section 5. Member Committees**

- (a) Appointment: The members (other than ex-officio members) of the Board Committees shall be appointed by the Committee Chair.
- (b) Members: Directors of the Board shall Chair and Co-Chair Member committees. Individual charters for each committee will define the number needed for each committee and what comprises that number. The Chair and Co-Chair will be appointed by the Board of Directors. The appointed Chair will request volunteers to complete the committee from the Board and general membership.
- (c) Authority: Member Committees shall have authority to act on behalf of the Board of Directors, subject to any limitations imposed by the Act, the Articles of Incorporation, or these Bylaws; provided, however, that no Member Committee may:
  - (1) Approve or recommend to Members action that is required by the Act to be approved by the Active Members.
  - (2) Make appointments to, or fill vacancies on, the Board of Directors or on any Member Committee(s) other than the committee they chair.
  - (3) Amend the Articles of Incorporation.
  - (4) Adopt, amend or repeal these Bylaws.
  - (5) Approve a plan of merger.
- (d) Committee Operations: The provisions of these Bylaws which govern meetings, action without meetings, notice and waiver of notice and quorum and voting requirements for the Board of Directors shall also apply to Member Committees. Votes to take place during a committee call must be prior approved by the Executive Committee. If a vote takes place during a committee call that was not prior approved, then the vote must be communicated to the Executive Committee. This would allow the Executive Committee to override the vote if they so deemed within twenty-four (24) business hours of receipt of communication.

**Section 6.** **Designated Member Committees:** Member Committees shall include but not limited to:

- (a) Education Committee:
  - (1) Chair: The Vice President shall chair the Education Committee.
  - (2) Co-Chair: The immediate past Education Chair shall co-chair the Education Committee.
  - (3) Members: The Corporation's College Forum Representative shall be an ex-officio member. Other members shall be appointed by the Chair of the Committee as needed.
  - (4) Purpose: The Education Committee shall coordinate the Corporation's education activities, including identifying education needs within the membership and developing programs to address those needs.
- (b) Any other Member Committee(s) created by the Board of Directors. All Member Committee(s) shall have a charter. Individual charters for each committee shall define the number of members of each committee and what comprises that number. The Chair and Co-Chair will be appointed by the Board of Directors. Appointed Chair(s) will request volunteers to complete the committee from the Board and general membership. Charter(s) will be maintained in a separate document and will be reviewed at least every two (2) years.

**ARTICLE V**  
**MISCELLANEOUS PROVISIONS**

- Section 1.**     **Fiscal Year:**     The fiscal year of the Corporation shall be determined by the Board of Directors, but in the absence of any such determination, it shall be the calendar year.
- Section 2.**     **Interpretation:**     For the purpose of construing these Bylaws, unless the context indicates otherwise, words in the singular number shall be deemed to include words in the plural and vice versa.
- Section 3.**     **Amendments:**     These Bylaws may be amended or repealed, and new Bylaws may be made at any time, by the Board of Directors.
- Section 4.**     **Disbursements:**     Funds may be drawn only on the signature of such individuals as are approved by the Board of Directors or Executive Committee to make disbursements on behalf of the Corporation.
- Section 5.**     **Indemnification:**     Every Officer and Director of the Association shall be indemnified by the Association to the fullest extent allowed by State law, for all expenses and liabilities, as outlined in the Articles of Incorporation in section 9.
- Section 6.**     **Effective Date.**     These Bylaws shall become effective as of the date first written above.