

Bylaws of the National Association of Advisors
for the Health Professions
(Passed NAAHP Board December 5, 2019)

Article I: ***Purposes***

The purposes of the National Association of Advisors for the Health Professions (the “corporation”) as stated in its Articles of Incorporation are educational and scientific. Without limiting said general purposes, these purposes shall be to advance preparatory education for all the health professions, to further the development of health science curricula, to facilitate the exchange of information, to sponsor research, and to conduct educational meetings.

Upon the dissolution of the corporation the Board of Directors (Directors) shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation, in such manner, or to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any future United States Internal Revenue law, as the Board of Directors shall determine. Any of said assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principle office of the corporation is then located, exclusively for such purposes, or to an organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article II: ***Registered Office and Agent***

The corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is the registered office, and may have other offices within or outside of the state of Illinois as the Board of Directors may from time to time determine.

Article III: ***Membership***

SECTION 1. Membership. The corporation shall have two categories of members: one category of non-voting individual members and one category of elected voting members

SECTION 2. Categories of Membership.

A. Non-Voting Individual Members.

The corporation shall have one category of non-voting members consisting of Advisor Members, Community College Advisor Member, Emeritus Members, Patron Members, Associate Patron Members, Affiliate Members, and other types of non-voting members as the Board of Directors may from time to time establish.

- i. Advisor Member. An individual who advises in whole, or in part, for the health professions and is employed by an accredited college or university may become an Advisor Member of the corporation. An Advisor Member may not be serving in a position that determines policy and decisions related to admissions and or acceptance to a graduate health professional program. The member cannot accept independent or

contractor fees for any advising services outside their college or university employment.

- ii. Community College Advisor Member. An individual who advises in whole, or in part, for the health professions and is employed by an accredited two-year college may become a Community College Advisor Member of the corporation. The member cannot accept independent or contractor fees for any advising services outside their college or university employment.
- iii. Emeritus Member. An individual who has retired from health professions advising and who has been an Advisor Member, or Community College Advisor, Patron Member, or Associate Patron Member for at least five years before retirement may become an Emeritus Member. An emeritus member who returns to advising for a college or university is no longer eligible for emeritus status and will return to advisor member status. Members who begin advising either independently or with a company or business that is “for profit” are not eligible for emeritus status. Where the status is uncertain, it will be reviewed by the Executive Director and, if necessary, the Membership Committee, for a decision. Emeritus members are not eligible for board positions or elected officer positions, excepting only the position of Historian. They may serve on NAAHP committees. They are eligible for liaison service, can present at conferences, and should be encouraged to actively participate in NAAHP through *Find An Advisor* and mentor opportunities. The member cannot accept independent or contractor fees for any advising services.
- iv. Patron Member. Individual who is employed by an accredited school or program that grants terminal degrees necessary for licensure in the health professions, or an employee of an association of such institutions may become Patron members of the Corporation. Recognized associations of the health professions may become Patron Members of the corporation. The member cannot accept independent or contractor fees for any advising services outside their college or university employment.
- v. Associate Patron Member. Individual who is employed by an accredited school or program that grants terminal degrees necessary for licensure in the health professions, or an employee of an association of such institutions that currently hold an active Patron membership may become an Associate Patron Member. The member cannot accept independent or contractor fees for any advising services outside their college or university employment.
- vi. Affiliate Member. An affiliate member is an educator/advisor at a high school or an employee of a government agency who does not work for a degree-granting institution or an individual who works for a non-profit organization related to health professions careers. This category is not eligible for board positions or association leadership. The affiliate member cannot accept independent or contractor fees for any advising services.

B. Voting Category: Regional Association Representative Members.

- i. There are four Regional Associations:
 - a. Central Association of Advisors for the Health Professions;
 - b. Northeast Association of Advisors for the Health Professions;
 - c. Southeastern Association of Advisors for the Health Professions; and
 - d. Western Association of Advisors for the Health Professions
- ii. Each Regional Association shall have the right to elect two persons to the corporation's Board of Directors as provided in Article V of these bylaws.
- iii. Other voting categories may be established from time to time by the Board of Directors.

SECTION 3. Termination of Membership. The membership and participation of any member may be suspended or terminated as prescribed by the Board of Directors.

SECTION 4. Resignation. Resignation from the Association shall not relieve the member so resigning of any outstanding obligations to the corporation.

Article IV: *Board of Directors*

SECTION 1. General Powers. The affairs of the corporation shall be managed by or under the direction of the Board of Directors.

SECTION 2. Tenure and Qualifications. The Board of Directors shall consist of:

- the President of the corporation, does not represent a particular Region Association, nor is a voting member of the Board of Directors except, to break a tie vote or when secret ballot voting has been requested;
- the President-Elect does not represent a Regional Association;
- the Secretary does not represent a Regional Association;
- the Treasurer does not represent a Regional Association;
- one representative selected by each Regional Association, from among its President, President-Elect or Past President;
- one representative elected at large from each Regional Association;
- the Immediate Past President of the corporation;
- the Executive Director of the corporation who shall serve as a member of the Board of Directors without a vote;
- the Assistant Treasurer of the corporation who shall serve as a member of the Board of Directors without a vote;
- the Director of Communications who shall serve as a member of the Board of Directors without vote;
- the Historian who shall serve as a member of the Board of Directors without vote;
- the National Meeting Program Committee Chair(s) who serve as members of the Board of Directors without vote.

Each Director shall be an Advisor Member or Community College Advisor Member in good standing of the corporation.

SECTION 3. Voting Rights. All voting rights shall be vested in the Board of Directors except as herein specifically provided. Voting members of the board are:

- President, by secret ballot, or, in open ballot, to break a tie vote
- President-elect
- Past President
- Secretary
- Treasurer
- Two representatives from each Regional Advisor Health Professions Associations

SECTION 4. Regular Meetings. A regular meeting of the Board of Directors shall be held annually. For those years in which a biennial meeting of Association members takes place, the Board of Directors meeting shall take place, without other notice than this bylaw at the same place as the biennial meeting of Association members. In alternate years, the annual Board of Directors meeting shall be held at a time and place determined by the President, in consultation with the members of the Executive Committee and the Executive Director. Board members shall be given at least 30-days notice of this meeting. The Board of Directors may provide by resolution the time and place, either within or outside the State of Illinois, for the holding of additional regular meetings of directors without other notice than such resolution.

SECTION 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. Notice of any special meeting of the Board of Directors shall be given at least five business days previously thereto by written notice delivered personally or sent by mail or email to each director at his or her address as shown by the records of the corporation. No special meeting of directors may remove a Director unless written notice of the proposed removal is delivered to all Directors at least twenty (20) days prior to the meeting. Any Director may waive notice of any meeting according to the provisions of Article XV of these bylaws.

SECTION 6. Quorum. Two-thirds of the voting members of the Board of Directors represented either in person or by telephonic or electronic means shall constitute a quorum. If a quorum is not present at a meeting of directors, a majority of the Board of Directors present may adjourn the meeting to another time without further notice.

SECTION 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where a greater number is required by law or by these bylaws. The meetings shall be conducted according to Robert's Revised Rules of Order. No director may act by proxy on any matter. A Director who is present at a meeting of the Board of Directors at which action on any matter is taken is conclusively presumed to have assented to the action unless his or her dissent or abstention is entered into the minutes of the meeting or unless he or she files a written dissent or abstention before the adjournment of the meeting or immediately thereafter.

SECTION 8. Telephonic and Virtual Conference Meetings. Directors may participate in an action at any meeting through the use of conference telephones or other electronic communication equipment by means of which all persons participating in the meeting are able

to communicate with each other. Participation in such a meeting shall constitute attendance and presence in person.

SECTION 9. Regional Representative Vacancies. Any vacancy occurring in the Regional representation to the Board of Directors shall be filled by the Executive Committee of the Voting Class which elected the director. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 10. Compensation. Directors and officers shall not receive compensation for their services as directors or officers, but by resolution of the Board of Directors, may be reimbursed for actual expenses incurred for attendance at any meeting of the Board of Directors, or for other expenses incurred in connection with their duties as directors or officers, as approved by resolution of the Board of Directors.

SECTION 11. Removal. Directors may be removed with or without cause. If a Director is elected by a class of voting members, Directors or other electors, they may be removed only by that same class of members, Directors or other electors that originally elected them.

SECTION 12. Conflict of Interest. A conflict of interest may exist where a Director is directly or indirectly a party to a transaction, if the other party to the transaction is an entity in which the Director has material financial interest or of which the Director is an officer, director or general partner. Where a possible conflict of interest exists relative to any matter presented to the Board of Directors for consideration, the Director thereby affected shall ensure that the material facts of the transaction are known or disclosed to the Directors, committee members or members who authorize, approve or ratify the transaction.

SECTION 13. Executive Director. The Executive Director of the National Association of Advisors for the Health Professions shall be the chief executive and operating officer of the corporation, with responsibility for the management and direction of all operations, programs, activities, and affairs of the corporation. The Executive Director also assists the President, Secretary, and the Treasurer in carrying forth their duties and is a member without vote of the Executive Committee of the corporation and of its Board of Directors.

Article V: *Officers*

SECTION 1. Officers. The officers of the corporation shall be a President, President-Elect, Immediate Past President, Secretary and Treasurer. The Board of Directors may elect or appoint such other officers, including one or more Assistant Treasurers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

SECTION 2. Election and Term of Office. The offices of President-Elect, President and Immediate Past President are successive. Other officers shall be elected for two year terms by the Board of Directors from Advisor Members and Community College Members in good standing. The election shall take place at the appropriate regular meeting of the Board of

Directors. The term of each officer shall expire August 1st of the first National Meeting year after they were elected or until his or her successor is duly elected and qualified.

SECTION 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. President. The President shall be the principle elected officer of the corporation. The President is not charged with executive or administrative responsibilities in the management and continuing conduct of the corporation's business affairs. He or she shall preside at all meetings of the members and the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. He or she may recommend, within the budget of the corporation, the employment of such persons as he or she may deem necessary for the proper conduct of the affairs of the corporation and the compensation to be paid therefore. He or she shall also, at the annual meeting of the corporation and at such other times as the President shall deem proper, communicate to the corporation or to the Board of Directors such matters and make such suggestions as may in his or her opinion promote the welfare and increase the usefulness of the corporation, and shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

SECTION 5. President-Elect. In the absence of the President or in the event of his or her inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any President-Elect shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

SECTION 6. Secretary. The Secretary shall keep the minutes of meetings of the members and the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 7. Treasurer If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall be responsible for the financial oversight of the corporation; develop financial policies; facilitate preparation of the annual budget; and in general, perform all the duties 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 Treasurer may not serve more than three terms.

SECTION 8. Assistant Treasurer. The Board may elect one or more Assistant Treasurers to perform any of the functions of the Treasurer under the supervision of the Treasurer. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurer may be invited to sit on the Board of Directors as a guest member without vote.

SECTION 9. Immediate Past-President. The duties of the Immediate Past President are to serve in place of the President at the request of the President or President-Elect or in the absence of both and to perform any duties requested by the President.

SECTION 10. Officer Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by election by the Board of Directors. If the vacancy occurs between the regular meetings of the Board, the election may be conducted by mail or other suitable means. In the case of the Immediate-Past President, the President, in consultation with the Executive Committee, will appoint an advisor to assume the duties and role of that directorship for the duration of the unexpired term.

Article VI: *Committees, Councils, and other Groups*

SECTION 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may create one or more ad hoc or standing committees, and appoint directors or non-directors to serve on those committees. Each committee shall have two or more directors, a majority of its membership shall be directors, and all committee members shall serve at the pleasure of the Board. The current Committee of Directors are listed in Section 1A of Article VI. To the extent specified by the Board of Directors, the articles of incorporation, or these bylaws, each committee may exercise the authority of the Board of Directors, subject to the limitations of the Illinois General Not for Profit Corporation Act of 1986, Section 108.40, as amended from time to time, or any successor statute.

SECTION 1A. Committee of Directors

Executive Committee. The Executive Committee shall consist of the President, Past President, President-Elect, Secretary and Treasurer. The Executive Director and Assistant Treasurer shall be ex officio members of the Executive Committee. The Executive Committee shall exercise all the duties and responsibilities of the Board of Directors between meetings of the Board of Directors.

Nominating Committee. The Nominating Committee shall consist of the President, President-Elect and Past President. The Nominating Committee will develop a roster of officer nominees for the Board of Directors' consideration, and this roster will be available one month prior to elections of officers.

Finance Committee. The Finance Committee shall consist of the President, President-Elect, Treasurer, Assistant Treasurer and Executive Director. The Finance Committee shall recommend a budget for the corporation.

SECTION 2. Advisory Committees

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more ad hoc or standing advisory committees and appoint directors or non-directors as members thereto. No advisory committee may act on behalf of the corporation or bind it in any way but such committees may make recommendations to the Board of Directors or to the officers. The current Advisory Committees are listed in Section 2A.

Advisory Committee members, Affiliate Committee members, Senior Committee members and chairpersons (except for those noted specifically as exceptions below) are identified by the Advisory Committee Coordinator in consultation with the current Committee Chairperson and the appropriate Regional President. Confirmation is by the NAAHP Board of Directors.

Term of Service: Advisory Committee Members and Chairpersons serve a two-year term, renewable for an additional two years upon invitation of the NAAHP Advisory Committee Coordinator in consultation with the specific Committee Chairperson and the appropriate Regional President. A final two-year term (to a maximum of six years) is possible upon recommendation of the aforementioned officers, but must be approved by the NAAHP Board of Directors. The term length for Affiliate Members is one-year, renewable. Affiliate Committee Members may be eligible for appointment to Committee Member status following completion of their term. To allow a committee member with distinguished service to continue to contribute upon completion of their term limit, a member may be invited to continue as a Senior Committee Member. The term length for Senior Members is one-year, renewable. Committee Members and Chairs may not be immediately reappointed upon expiration of service. A one-year waiting period is required prior to any reappointment. Advisory Committee Members serve at the pleasure of the Board. These terms of service do not apply to the Director of Communications or the Historian (see Article IV, Section 2).

SECTION 2A.

1. Communications Committee

Charge: The Communications Committee oversees all print and electronic communications of the corporation. The members serve as the Editorial Review Board of the quarterly journal, participate in writing and editing of the various print publications, contribute to the website and determines policy regarding materials produced by the corporation.

Membership: A Director of Communications; three Assistant Directors that are senior members; eight members of the communications committee (consisting of two members from each of the four Regional Associations, if possible). Collectively, they are called the Editorial Review Board.

Chair: The Director of the Communications Committee and three assistant directors are appointed by the NAAHP Board of Directors.

2. Ethics Committee

Charge: The Ethics Committee is charged with examining ethical issues when requested to do so by the President, Executive Committee and/or Board of Directors. The chair of the committee reports to the Board of Directors at the completion of committee deliberations.

Membership: Consists of one member from each of the Regional Associations (four), plus the Committee Chair(s).

Chair: The Chair(s) of the Ethics Committee is appointed by the NAAHP Board of Directors.

3. Membership Committee:

Charge: The Membership Committee is charged with identifying ways to promote NAAHP to potential members; developing and updating membership brochures and recruiting materials; reviewing membership categories for accuracy and usefulness; and reviewing NAAHP dues structure and recommending changes to the Board of Directors.

Membership: Consists of two members from each of the Regional Associations (eight) plus the Committee Chair(s).

Chair: The Chair(s) of the Membership Committee is appointed by the NAAHP Board of Directors.

4. Committee on Diversity and Inclusion

Charge: The Committee on Diversity and Inclusion is charged with providing the Association with timely and pertinent advice on policy, recruitment strategies and programmatic themes that lead to enhanced diversity within NAAHP and the field of health professions.

Membership: Consists of two members from each of the Regional Associations (eight) plus the Committee Chair(s).

Chair: The Chair(s) of the Committee on Diversity and Inclusion is appointed by the NAAHP Board of Directors.

5. National Program Committee

Charge: The National Program Committee is charged with planning, developing, coordinating and helping to implement the National NAAHP Meeting. The national meeting must have a program that involves a wide variety of health professions careers of interest to the constituency.

Membership: Consists of two members from each of the Regional Associations (eight) plus two local, non-voting representatives from the immediate local area of the national meeting and the Program Committee Chair(s).

Chair: The Chair(s) of the National Program Committee are appointed by the NAAHP Board of Directors.

6. Professional Development and Leadership Committee

Charge: The Professional Development and Leadership Committee is charged with providing programs and resources to energize NAAHP members. Each national meeting should include a general session addressing this for all members as well as a workshop for regional and national leaders.

Membership: Consists of two members from each of the Regional Associations (eight) plus the Committee Chair(s)

Chair: The Chair(s) of the Professional Development and Leadership Committee is appointed by the NAAHP Board of Directors.

7. Technology Committee

Charge: The Technology Committee is charged to work in collaboration with the Communications and Membership Committee Chairs to ensure that NAAHP is technologically up-to-date.

Membership: Consists of two members from each of the Regional Associations (eight) in addition to the Committee Chair(s).

Chair: The Chair(s) of the Technology Committee is appointed by the NAAHP Board of Directors.

8. Travel Grants Committee

Charge: The committee is charged with promoting and administering the NAAHP travel grant program. The tasks of the committee include reviewing travel grant applications and selecting recipients.

Membership: Consists of the Treasurer, Assistant Treasurer, Executive Director and one member from each of the Regional Associations not yet represented by the aforementioned NAAHP officers.

Chair: The Chair of the Travel Grants Committee is the NAAHP Assistant Treasurer.

9. Governance Committee

Charge: The governance committee is commissioned by and responsible to the NAAHP board to ensure board effectiveness and maximum participation and performance; to ensure board policies are being observed; to maintain board and national office governing documents, including but not limited policy and procedure manuals, by-laws, and performance review documents; to implement board development and growth opportunities throughout the year; and to ensure all board members receive orientation.

Membership: Eight members, at least one member from each region, the remainder of the positions can be from any region but one member must be a member of the Executive Committee of NAAHP, plus Committee Chair(s)

Chair: The Chair(s) of the Governance Committee is appointed by the NAAHP Board of Directors

10. Research Committee

Charge: The Research Committee is charged with investigating, promoting and facilitating research opportunities that will further the body of knowledge related to health professions advising. The committee will bring ideas to the NAAHP Board of Directors for possible action, and participate in promoting the importance of research to our members.

Membership: Consists of two members from each of the Regional Associations (eight) plus the Committee Chair(s).

Chair: The Chair(s) of the Research Committee are appointed by the NAAHP Board of Directors.

11. Grants Committee

Charge: The Grants Committee is charged with researching foundations, private companies, government agencies or other entities that provide grants or other funding on topics or activities that are relevant to the NAAHP mission. The committee will bring ideas to the NAAHP Board of Directors for possible action, and participate in collecting information and actual writing of the grant proposals.

Membership: Consists of two members from each of the Regional Associations (eight) plus the Committee Chair(s).

Chair: The Chair(s) of the Grants Committee is appointed by the NAAHP Board of Directors.

12. Community College Committee

Charge: The Community College Committee is tasked with providing the NAAHP Board of Directors with information on issues related to community college advisors. The committee works to improve the recruitment and support of community college advisors, and to ensure equal representation of community college students in the health professions.

Membership: Consists of two members from each of the Regional Associations (eight) plus the Chair(s).

Chair: The Chair(s) of the Community College Committee is appointed by the NAAHP Board of Directors.

13. Regional Program Planners Committee

The Regional Meeting Planners committee is charged with providing the regional conference planners with an opportunity for open dialog enhancing communication between regions, encouraging discussion and sharing experiences, best practices and lessons learned. This committee will also serve to facilitate communication between regions and the Advisory Council. The Regional meeting planners committee will also generate and maintain a Guide to Regional Meeting Planning/ Best Practices resource.

Membership: Consists of the past Regional Meeting chair(s) and the current/future Regional Meeting chair (s) from each of the Regional Associations plus the Committee Chair(s).

Chair: The Chair(s) of the Regional Program Planners Committee is appointed by the NAAHP Board of Directors.

14. Post-Baccalaureate Committee

Charge: The Post-Baccalaureate committee will provide guidance to the Executive Committee and Board of Directors on issues that specifically affect post-baccalaureate program advisors. The committee will facilitate communication between the NAAHP Advisory Council and post-baccalaureate programs across the country. The Post-Baccalaureate Committee will work with all other appropriate committees to recruit and enhance services for post-baccalaureate program advisors. The committee will serve as a resource for educating the NAAHP membership on post-baccalaureate programs and will serve as the NAAHP representatives of the national collection of post-baccalaureate programs.

Membership: Consists of two members from each of the Regional Associations (eight) plus the Committee Chair(s).

Chair: The Chair(s) of the Post-Baccalaureate Committee is appointed by the NAAHP Board of Directors.

SECTION 3. Advisory Council

Charge: The Advisory Council serves as an advisory body to the Board of Directors and keeps the board informed of matters regarding their respective health professions. The primary purpose of the Council is to solidify ties between the professional associations and NAAHP.

Membership: The Advisory Council shall consist of, and be limited to, patron members or representatives of patron members from health professions associations that are invited by the Board of Directors. The number of Advisory Council members and the duties of the Advisory Council shall be established by the Board of Directors.

Chair/Coordinator: The Chair/Coordinator of the Advisory Council is elected by the Advisory Council and serves a two-year term.

Liaison to the NAAHP National and Regional Program Committee Chairs: The Liaison to the NAAHP National and Regional Program Committee Chairs is elected by the Advisory Council and serves a two-year term.

SECTION 4. Quorum.

Unless the Board of Directors specifies otherwise, a majority of the members of any committee shall constitute a quorum and a majority of committee members present and voting at a meeting at which a quorum is present shall be necessary for committee action.

SECTION 5. Meetings.

A committee may determine the time and place of its meetings and the notice required for its meetings by the majority vote of its members. A committee may act by unanimous consent in writing without a meeting.

SECTION 6. Term of Office.

Each member of a committee shall continue as such until the expiration of his/her term as outlined above, unless the committee shall be sooner terminated, or unless the member is removed from the committee or unless he or she shall cease to qualify as a member thereof.

SECTION 7. Vacancies.

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

SECTION 8. Chairperson.

One member of each committee shall be appointed chairperson as outlined in the provisions noted above.

SECTION 9. Rules.

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Article VII: *Director of Communications*

SECTION 1. Term of Office

The Director of Communications is appointed by the Board of Directors. The term of the Director of Communications shall be for three years. The term may be renewed by the Board of Directors (Article IV, Section 2).

SECTION 2. Duties.

The duties of the Director of Communications are:

- a. To oversee and coordinate all print and electronic publications of the association to include:
 - i. the content of the monthly electronic newsletter and to supervise the communications specialist who acts as editor;
 - ii. the content of the website and works closely with the National Office;
 - iii. all print publications including review of current publications, determine need for new editions, determine possible new publications, recruit writers from the Editorial Review Board, membership at large or outside individuals, and edit and oversee their work;
 - iv. to oversees the publication of the The Advisor
- b. To consult with the Board of Directors in the selection of the regional editors and in the selection of the Editorial Review Board;
- c. To exercise, with the Editorial Review Board, editorial control over all communications media of the association, subject to the policies and procedures established by the Board of Directors and these bylaws;
- d. To perform such other duties as may be determined by the Executive Committee.

Article VIII: *Historian*

Section 1: Term of Office

The Historian is appointed by the Board of Directors. The term of the Historian shall be for three years. The term may be renewed by the Board of Directors (Article V, Section 2).

Section 2: Duties of the Historian

The Duties of the Historian are:

- a. The Historian serves the President of the corporation by providing historical background for agenda issues for the Board of Directors meetings.

- b. The Historian provides, upon request by the President or by a motion of the Board of Directors, the historical background for future bylaws changes.
- c. The Historian undertakes, by a motion of the Board, historical research of previous activities of the corporation and presents these analyses to the Board of Directors
- d. The Historian maintains in good order historical documents at the National Office, including Minutes of all meetings of the Board, Motions of the Board, Directories, and correspondence and other records of historical importance.
- e. The Historian will attend meetings of the Board of Directors and serve the Board by taking notes of the meeting proceedings which will serve as backup for the notes taken by the Secretary.

Article IX: *Contracts, Checks, Deposits, and Funds*

SECTION 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, 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 corporation. 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 corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of a determination of the Board of Directors, such instruments shall be signed by the Treasurer or Assistant Treasurer and countersigned by the President or the President-Elect of the corporation.

SECTION 3. Deposits.

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

SECTION 4. Gifts.

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

Article X: *Corporate Records*

The corporation shall keep complete and accurate financial records of all accounts and shall keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors; and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All records of the corporation

may be inspected by any member entitled to vote, or that member's agent or attorney, for any proper purpose at any reasonable time.

Article XI: *Fiscal Year*

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December.

Article XII: *General Prohibitions*

Notwithstanding any provision of the bylaws which might be susceptible to a contrary construction:

- a. The corporation shall be organized exclusively for scientific and educational purposes;
- b. The corporation shall be operated exclusively for scientific and educational purposes;
- c. No part of the net earnings of the corporation shall or may under any circumstances inure to the benefit of any private individual except that the corporation may pay reasonable compensation for services rendered and may make payments and disbursements in furtherance of its purposes;
- d. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation;
- e. The corporation shall not participate in, or intervene in (including the publishing distributing or statements), any political campaign on behalf of any candidate for public office;
- f. The corporation shall not be organized or operated for profit;
- g. The corporation shall not:
 - i. Lend any part of its income or corpus, without the receipt of adequate security and reasonable rate of interest to;
 - ii. Pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered to;
 - iii. Make any part of its services available on a preferential basis to;
 - iv. Make any purchase of securities or any other property, for more than adequate consideration in money or money's worth from;
 - v. Sell any securities or other property for less than adequate consideration in money or money's worth to; or
 - vi. Engage in any other transactions which result in substantial diversions of its income or corpus to; any officer, member of the Board of Directors, or substantial contributor to the corporation.

The prohibitions contained in the Section (g) do not mean to imply that the corporation may make such loans, payments, sales or purchases to anyone else, unless such authority be given or implied by other provision of the bylaws.

Article XIII: *Seal*

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois".

Article XIV: *Waiver of Notice*

Whenever any notice whatever is required to be given under the provision of the Illinois General Not for Profit Corporation Act of 1986 or under the provision of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XV: *Amendments to By-Laws*

These bylaws may be altered, amended or repealed and new bylaws adopted only by a majority of the Board of Directors.