

Bylaws of the American Association for Hand Surgery

Article 1—Name

The name of this association shall be the American Association for Hand Surgery (“Association”), an Illinois not-for-profit corporation.

Article 2—Purposes

The purposes of the Association are:

- (a) To foster the highest quality of hand care through the education of hand surgeons and other healthcare providers;
- (b) To provide communication to the public about all aspects of hand care;
- (c) To fund, foster and promote investigations, studies and research opportunities related to hand care;
- (d) To promote and further the goals and professional and socioeconomic interests of hand surgeons and other healthcare providers;
- (e) To engage in any and all lawful activities that may be incidental or reasonably related to any of the foregoing purposes, and to have and exercise all of the powers and authority now and hereafter conferred upon not-for-profit corporations under the laws of the State of Illinois.

Article 3—Membership

Membership is a privilege which is accorded by the American Association for Hand Surgery, based on merit to a person who meets the qualifications established herein. The Board of Directors may, at its discretion, waive some of the qualifications for membership in any class except for that of Active Membership.

Section 3.01 – Classes

There shall be seven (7) classes of membership as follows: Active, Affiliate, Candidate, International, Emeritus, Honorary and Retired.

Section 3.02 – Qualification of Active Members

Active membership shall be limited to surgeons who are certified by the American Board of Orthopedic Surgery, American Board of Plastic Surgery, the American Board of Surgery, or their Canadian or Osteopathic equivalents. An active member must be a licensed physician, who meets the qualifications as established by the Board of Directors which include, but are not limited to:

- Training in hand surgery
- A minimum of one (1) year active practice that includes hand surgery
- Engaged in active medical practice

Exceptions will be considered by specific application to the AAHS Board and Membership Committee for physicians (e.g. neurosurgeons, dermatologists, radiologists, etc.) who are not trained in hand surgery, but have demonstrated contributions to the care of patients with hand problems through medical practice, research, or academic activities to become Active Members of AAHS. Their membership application and recommendations will be considered by the Board.

Section 3.03 – Qualification of Affiliate Members

Affiliate members shall be occupational therapists, physical therapists, advanced practice providers or other healthcare providers and scientists whose interests and contributions are related to the advancement of hand care or related research.

Section 3.04 – Qualification of Candidate Members

Candidate members shall be surgeons, residents, fellows, students, or other individuals in healthcare or research who are either in school, in training, or within two (2) years of completion of training in an accredited training program in the United States or Canada and whose interests and contributions are related to the advancement of hand care. Candidate Membership is limited to two (2) years following the completion of training at which time candidate members must convert to active or affiliate membership. Beyond this date, he/she is no longer eligible.

Section 3.05 – Qualification of International Members

International membership may be conferred by the Board of Directors on hand surgeons who reside and practice in countries other than the United States and Canada, who have achieved distinction in care of the hand in their own country, and who are members in good standing of their National Society and other healthcare organizations.

Section 3.06 – Qualification of Emeritus Members

Emeritus membership may be conferred upon retired surgeons who have all of the qualifications of Active members or retired Affiliate members who have all the qualifications of affiliate members, who are recognized for their outstanding contributions to the organization and to hand care. Recipients of this honor will be decided by the Board of Directors.

Section 3.07 – Qualification of Honorary Members

Honorary membership shall be conferred upon surgeons or other individuals who have achieved exceptional eminence and have distinguished themselves by their contribution to the science of hand care. Recipients of this honor will be decided by the Board of Directors.

Section 3.08 – Qualification of Retired Members

Retired members shall have been active or affiliate members of the Association and shall have all of the qualifications of active or affiliate members, except they shall no longer be actively engaged in the practice of hand surgery or therapy.

Section 3.09 – Members Entitled to Vote

Active and Affiliate members in good standing shall be entitled to vote on Association business and any committees they may serve upon. All other members may not vote on Association business, but may exercise voting privileges on any committee they may serve upon.

Section 3.10 – Duties, Fees and Assessments, Delinquency, Discipline and Resignation

(a) It shall be the duty of each member to keep on file with the designated office a current official address and, when available, an e-mail address to which all such notices required by applicable laws or by these Bylaws may be sent. The mailing of a notice to such addresses shall be the extent of the AAHS responsibility for such notice.

(b) All members shall pay annual AAHS dues as determined by the AAHS Board of Directors. Dues shall be payable on such date(s) and in such amounts and manner as may be determined by the AAHS Board of Directors. Any member whose dues are delinquent will be notified by registered mail two (2) months after the first day of the fiscal year. Members whose dues are in arrears are subject to disciplinary action by the Board of Directors, which may result in loss of membership in the Association.

(c) Funds may be raised by special assessment or any other means approved by a simple majority of the voting membership of the Association at a membership meeting or by mail or electronic ballot. Dues paying members are required to pay all assessments.

(d) A member may resign from the Association at any time.

Section 3.11 – Non-Discrimination

AAHS does not and shall not discriminate on the basis of race, color, religion, creed, gender, gender identity, age, national origin, ancestry, disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include but are not limited to, election to membership, election to leadership positions and selection of volunteers and vendors.

Section 3.12 – Meetings of Members

(a) The annual meeting of the members of the Association shall be held at such a time and place as determined by resolution of the Board of Directors for the purposes of electing Officers and Directors and transacting such other business as may properly come before the membership.

(b) Additional regular meetings of the members may be held at such time and place as may be determined by resolution of the Board of Directors.

(c) Special meetings of the members may be called by the President or the Board of Directors or by written petition of ten (10) percent of voting AAHS members.

Section 3.13 – Notice of Meetings

Written notice stating the place, day, and hour of a meeting of members, and, in the case of a special meeting, the purpose(s) for which the meeting is called, shall be delivered not less than sixty (60) days before the date of the meeting, by the Secretary, or his or her designee, to each member of AAHS at the address shown for such member. Such delivery may be accomplished by U.S. mail, by facsimile, or by electronic communication. Attendance of a member at any meeting shall constitute a waiver of notice of such meeting except where the member attends the meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.

Section 3.14 – Quorum

Five (5) percent of the voting members of AAHS, present in person, shall constitute a quorum for the consideration of matters at any meeting of members. If a quorum is not present, a majority of the voting members present at the meeting may adjourn the meeting to another time. For purposes of mail or electronic voting, a quorum shall also be defined as five (5) percent of ballots returned by voting members.

Section 3.15 – Voting

Only Active and Affiliate members in good standing may vote on matters that are submitted for a vote. Each voting member shall be entitled to one vote on each matter. The affirmative vote of a majority of the voting members, present in person, at a meeting at which a quorum is present shall be the act of the members, unless the vote of a greater number is required by law, the Articles of Incorporation or these Bylaws. The Board of Directors of the AAHS may authorize mail and electronic voting on such issues as it deems appropriate including but not limited to election of new members, election of officers, and changes and amendments to the Association by-laws. Mail or electronic voting may take place at any time as determined by the Board of Directors.

Section 3.16 – Proxies

Members may not vote by proxy on any matter.

Section 3.17 – Electronic Transmissions

For purposes of determining when any notice required under these Bylaws is effective, a notice shall be considered delivered when it is transmitted by electronic means or by facsimile to the address of the member appearing in the records of the Association. Actions provided for in these Bylaws that are required to be “in writing”, “to be written,” or to have “written consent”, and actions providing for “written notice” “written ballots”, “mailed ballots,” “written petitions” and similar actions, shall include any communication transmitted or received by electronic means and communicated transmitted or received by facsimile. Electronic signatures on the part of either Association or the member shall be effective for any such

notices, communications or action.

Section 3.18 – Fixing Record Date for Voting

For the purposes of determining members entitled to notice of or to vote at any meetings of members, or in order to make a determination of members for any other proper purpose, the date on which notice of the meeting is sent out shall be the record date for such determination of members.

Article 4—Board of Directors

Section 4.01 – Composition

The Board of Directors shall consist of the six (6) officers; the President, President-Elect, Vice President, Treasurer, Secretary, and Past President; plus the Treasurer-Elect, the four (4) Directors-at-Large (2 junior and 2 senior); and the three (3) Affiliate Directors of which two (2) must be therapists (CHT, OT, PT) and one (1) must be an advanced practice provider (PA, NP). All shall be voting members of the Board of Directors. In addition, a Candidate member currently in fellowship training or up to two years out of fellowship training shall serve as an ex-officio member with no voting privileges.

Section 4.02 – Elections

In addition to the Officers, the Board will be elected at the Annual Business Meeting or if so determined by the Board of Directors, by ballot pursuant to the procedures set forth in these bylaws.

Section 4.03 – Term of Office

The terms of office for the Officers are prescribed in Article 5. The terms of office of the remaining board members are: Treasurer-Elect, one (1) year non-renewable; Directors-at-Large, two (2) years non-renewable, Affiliate Directors, two (2) years non-renewable. The Candidate Board member shall serve a one (1) year, non-renewable term and must be a Candidate member for the duration of his/her term on the Board.

Section 4.04 – Authority and Responsibility

The Board of Directors is the governing body of the Association. The Board shall supervise, control, and direct the business and affairs of the Association, its committees and publications; shall determine its policies which shall be recorded in an official policy manual; shall actively promote its purposes; and shall supervise the investment and disbursement of its funds. The Board may adopt such rules and regulations for the conduct of the Association's affairs as it deems necessary or advisable. The Board of Directors may delegate portions of its authority and responsibility to the Executive Committee, but the Board of Directors is ultimately responsible.

Section 4.05 – Responsibilities of the Directors at Large

The Directors at Large shall be voting members of the Board of Directors and shall perform all duties assigned by the Board of Directors.

Section 4.06 – Responsibilities of the Affiliate Directors

The Affiliate Directors shall be voting members of the Board of Directors and shall perform all duties assigned by the Board of Directors.

Section 4.07 – Responsibilities of the Candidate Board Member

The Candidate Board Member shall represent the voice and perspective of the young hand surgeon/hand surgery fellow community and shall be a non-voting members of the Board of Directors. He/she shall perform all duties assigned by the Board of Directors.

Article 5—Officers

Section 5.01 – Enumeration

The officers of AAHS shall include a President, President-Elect, Vice President, Secretary, Treasurer, and Past President. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties of the Board of Directors.

Section 5.02 – Qualifications

Officers shall be voting AAHS active members in good standing.

Section 5.03 – Elections and Terms of Office

The President, President-Elect, Vice President, Past President, Secretary, and Treasurer of AAHS shall be elected by action of the voting members of AAHS at an annual meeting, or if so determined by the Board of Directors, by ballot pursuant to the procedures set forth in these Bylaws. The President, President-Elect and Vice President shall hold office for one (1) year. The Secretary shall hold a term of two (2) years, non-renewable; the Treasurer shall hold a term of two years, non-renewable; the Past President shall hold a one (1) year term. The term of office of each regularly elected office shall begin following the conclusion of his or her predecessor's term after the annual meeting of AAHS. . Each officer shall hold office until a successor has been elected and qualified, or until such officer's earlier death, resignation or removal in the manner hereinafter provided. Election of an officer shall not itself create any contract rights.

Section 5.04 – Resignation and Removal

(a) Any officer may resign at any time by giving notice to the President. A resignation is effective when notice is delivered unless the notice specified a date later than the date of delivery. The resignation of an officer need not be accepted in order to be effective.

(b) Upon the recommendation of the Board of Directors, any officer of AAHS may be removed when, in the judgment of the membership, the best interests of AAHS will be served by the removal. Such officer(s) may be removed only by an affirmative vote of two-thirds (2/3) of ballots returned by voting members for which written or electronic notice stating that a purpose of the vote is removal of one or more of such officers named in the notice is delivered to all members. Only the named officer(s) may be removed upon vote.

Section 5.05 – Vacancies

(a) Should a vacancy occur in the office of President, the President-Elect shall automatically succeed to that office and perform the duties thereof for the unexpired term. At the end of such term, that individual shall assume the office of President for the next full term.

(b) Should a vacancy occur in the office of Vice President, President-Elect, Secretary or Treasurer, the Board of Directors shall fill the vacancy from among the membership for the unexpired term. An individual appointed to fill a vacancy in the office of Vice President shall not succeed to the office of President-Elect, unless so elected by action of the voting members of AAHS.

(c) Should a vacancy occur in any other office, the Board of Directors may fill the vacancy from among the membership for the unexpired term.

Section 5.06 – Compensation

No officer shall receive payment for services as an officer, except that an officer may be reimbursed for reasonable expenses incurred in connection with his or her service as an officer.

Section 5.07 – President

President shall preside at all meetings of the Board of Directors and the Executive Committee, with the right to vote, and shall serve as an ex-officio member on all committees without voting rights. The President will have the authority to appoint special committees not provided for in the Bylaws to meet the specific needs of the Association, and shall make all appointments to standing and special committees unless otherwise provided for in these Bylaws. Together with the Treasurer, the President shall be responsible for the supervision of the Central Office. The President shall be empowered to disburse funds of the Association in the absence of the Treasurer in accordance with established financial policy, and shall have all

other powers and duties common and incidental to the office of President, except as noted in this section. The President may assign special duties, responsibilities and/or liaisons to members of the Board of Directors.

Section 5.08 – President-Elect

The President-Elect shall be a voting member of the Board of Directors. The President-Elect shall perform such duties as the President may assign. The President-Elect will assist the President in the oversight of the Association executive function to facilitate Association business. If the President requests, is absent, or is unable to act, the President-Elect shall perform all duties and exercise all powers of the President. He/she shall succeed the President upon expiration of the President's term of office. In event of the President's death, resignation, removal, incapacity or refusal to perform any duty of his/her office, the President-Elect shall fill the unexpired term of office.

Section 5.09 – Vice President

The Vice President shall be a voting member of the Board of Directors. The Vice President shall perform all duties incidental to the office and others as assigned. The Vice President shall assist the President and President-Elect in the oversight of the Association executive function to facilitate Association business. The Vice President shall succeed the President-Elect upon expiration of the President-Elect's term of office.

Section 5.10 – Secretary

The Secretary shall be a voting member of the Board of Directors. The Secretary shall perform the duties generally pertaining to that office. The Secretary shall give notice of and attend all meetings of the Association and keep a record of such meetings. He/she shall advise the President, Board of Directors, Executive Committee, and the membership on parliamentary procedures and shall rule on questions of parliamentary law. He/she shall keep a roster of the members of the Association together with such data with respect to the members as may be of interest to the Association. The Secretary shall have charge of all papers, books, archives and other property belonging to the Association not otherwise provided for in the by-laws. He/she shall notify the officers and members of the Association of their election and notify members of their appointment on committees. He/she shall have charge of the correspondence of the Association, and shall conduct the same, making a report with respect thereto to the Board of Directors. He/she shall send to the Board of Directors the names and addresses of new members immediately after their election. He/she shall preserve a historical account of the activities of the Association.

Section 5.11 – Treasurer

The Treasurer shall be a voting member of the Board of Directors. The Treasurer shall collect and receive all of the dues and other funds accruing to the Association. He/she shall be accountable therefore to the Board of Directors of the Association, and he/she shall present a statement of accounts to the Association at such time as he/she shall be ordered by either the Board of Directors or the members of the Association. He/she shall keep proper books, records and accounts which shall be at all times open for examination by the Board of Directors or any officer. He/she shall deposit the funds of the Association in the Association's name in such depository as shall be designated or approved by the Board of Directors. No funds shall be drawn from the treasury except for the purposes as shall have been duly authorized by the Board of Directors to provide for the successful management of the business of the Association. His/her accounts and funds shall be subject to audit annually by an auditing committee, which shall be appointed by the President, to examine his/her accounts and report thereon. The Treasurer shall be under bond upon such terms, conditions, and for such amount as shall be prescribed by the Board of Directors.

Section 5.15 – Past President

The Past President shall be a voting member of the Board of Directors and chair the Nominating Committee. The Past-President shall perform all duties incidental to the office and any other duties prescribed by the Board of Directors.

Article 6—Executive Committee

Section 6.01 – Composition and Term

There shall be an Executive Committee composed of five (5) officers, the President, President-Elect, Vice President, Secretary, and Treasurer. A member shall serve until the next Annual Meeting of the Association and until his/her successor to the position has been appointed, unless the Board of Directors designates a shorter term.

Section 6.02 – Duties

The Executive Committee may exercise the power of the Board of Directors between meetings to address operational, financial and programmatic issues. Each decision of the Executive Committee shall be submitted to the Board for ratification at its next meeting. Meetings of the Executive Committee may be called by the President who shall preside at the meetings. Three (3) members of the Executive Committee shall constitute a quorum at any meeting of the Committee.

Article 7 – Standing and Special Committees

A committee shall not take any action that is inconsistent with these Bylaws or that revokes or amends any previous action by the Board of Directors which is still in effect. Each standing committee shall have one or more directors as members, and all committee members serve at the pleasure of the Board of Directors. The President of AAHS shall serve ex-officio as a voting member of each committee with the exception of the Nominating Committee and the Membership Committee. The following Committees are Standing Committees of the Association:

Section 7.01 – Membership Committee

Composition – The Membership Committee shall consist of two (2) subcommittees, an Active Subcommittee to review all Active and non-Affiliate applications, and an Affiliate Subcommittee to review all Affiliate applications. The Active Subcommittee shall consist of the Vice President as Chair and at least three (3) appointed Active members. The Affiliate Subcommittee shall consist of an Affiliate Director appointed by the President who will serve as Chair and at least (3) appointed Affiliate members.

Term of Membership – The Chairperson of the Membership committee shall serve a three (3) year term. Each member of the committee shall serve a three (3) year term. Terms shall be staggered, with the President appointing one (1) new Active member and one (1) new Affiliate member each year, and a Chairperson of the Committees every three (3) years. The Chairpersons' terms will be in addition to any previous time served on the Committee. No person may serve more than six (6) years on this committee.

Duties – The Membership Committee shall receive all applications, letters of recommendation, and other correspondence and information relating to applicants. The Membership Committee shall make inquiry and investigation concerning each applicant's professional, ethical, conflicts of interest, and moral character. Its recommendations will be forwarded to the Board of Directors for deliberation and determination of those to be included in or deleted from the membership ballot.

Section 7.02 – Nominating Committee

Composition – The Nominating Committee shall consist of (2) subcommittees, an Active Subcommittee and an Affiliate Subcommittee.

The Active Subcommittee shall consist of the Immediate Past President who shall serve as Chair, two (2) Active members elected by the voting membership, one (1) Active member appointed by the President and one (1) Active member appointed by the Past President. Members of the Active Nominating Subcommittee may not be a past President of the Association, aside from the immediate Past President, and may not be within the Association Presidential Line.

The Affiliate Subcommittee shall consist of the President-Elect who shall serve as Chair, one (1) Affiliate Director appointed

by the President, and one (1) Affiliate member elected by the voting membership.

A call for Nominating Committee members will be sent to the general membership to identify candidates to be included on a ballot to be sent to the voting membership for election of the two (2) Active and one (1) Affiliate Committee members. A member of the Nominating Committee may not be nominated for a Board of Directors position while serving on the Committee.

Term of Membership – The term of membership in this committee is one (1) year.

Duties – The Nominating Committee shall conduct a call for nominations among the general membership for all positions with vacancies, with the exception of succession positions (President-Elect, President, and Treasurer). The Nominating Committee will consider all nominations, and prepare and submit a slate of one (1) nominee for each position to the Board of Directors. The list of nominees for all elected positions shall be sent to the members of the Association at least thirty (30) days before the Annual Business Meeting where the slate will be elected.

Section 7.03 – Program Committee

Composition – The Program Committee shall consist of the Program Chair(s), incoming Program Chair(s), the Immediate Past Program Chair(s) who shall serve in an ex-officio capacity, and two (2) Affiliate Directors appointed by the President of which one (1) shall be a therapist (OT, PT, CHT) and one (1) shall be an advanced practice provider (PA, NP). Additional members, including additional abstract reviewers, may be added by the Program Committee Chair(s) as needed without voting privileges.

Term of Membership – The Program Committee Chair(s) succeeds to the position from having previously served as incoming Program Chair(s). The term for each of these positions is one (1) year. Additional members of the Committee, excluding abstract reviewers, shall each serve a two year term. These terms shall be staggered, with the President appointing one (1) new member each year a slot is open. The term for the Affiliate Directors will be (1) year.

Duties – The Program Committee shall arrange the Scientific Program for the Annual Meeting. The Chair(s) shall also be in charge of coordinating with any other individuals/committees which help plan the Annual Meeting.

Section 7.04 – Bylaws Committee

Composition – The Bylaws Committee shall consist of the Secretary who shall serve as Chair, the Immediate Past Secretary, two (2) appointed Active members and one (1) appointed Affiliate member.

Term of Membership – Each member shall serve a three (3) year term. Terms shall be staggered.

Duties – The Bylaws Committee shall study the Association's Bylaws and policies and propose changes thereto; review proposed changes submitted by the membership, evaluate policies and actions of the Association to assure that they are not in conflict with the Bylaws; and present recommendation to the Board of Directors.

Section 7.05 – Finance Committee

Composition – The Finance Committee shall consist of the Treasurer who shall serve as Chair, the President, the President-Elect, the Vice President, the Immediate Past President and the Treasurer-Elect who shall serve as ex-officio. The AAHS investment consultant will serve as an ad hoc member without voting privileges.

Term of Membership – All Committee members shall serve conterminous with his/her term on the Board of Directors.

Duties – The Finance Committee shall serve as the Association's internal auditor, formulate financial policies for recommendation to the Board of Directors, and develop the annual budget for Board approval. At the discretion of the

chair, the committee shall meet regularly to assess the investment strategies of the Association.

Section 7.06 – Special Committees

Special Committees and ad Hoc Committees may be appointed and charged by the President with the approval of the Board of Directors, which will determine their powers, responsibilities, and terms of office.

Article 8.0—Amendments

Section 8.01 – Procedure for Amendments of Bylaws

Amendments may be proposed by an Active member to the Bylaws Committee or they may originate in the Bylaws Committee. Proposed amendments to these bylaws shall first be submitted to the Board of Directors for its recommendation. The proposed amendments and recommendation of the Board of Directors shall be communicated to the voting members of the Association electronically or by print at least thirty (30) days before a vote for adoption. If a vote is conducted electronically, voting members will have fourteen (14) days to return ballots. Ballots must be returned by not less than five percent (5%) of voting members for the vote to be valid. Favorable concurrence of two-thirds (2/3) of the votes cast shall be required for adoption of the amendments. Ballots shall be tallied by individuals appointed by the Board of Directors and/or administrative staff.

Article 9—Discipline

Section 9.01 – Duties of the Board of Directors

The Board of Directors may expel, call for the resignation of, or otherwise discipline any member if the majority of the Board of Directors shall find that the conduct of a member has been injurious to the good order, reputation or best interests of the Association, is in violation of its purposes or constitutes a failure to maintain the standards of conduct set forth in the Code of Ethics of the American Association for Hand Surgery. Without limiting the generality of the foregoing, the following shall, in each case, be considered to be conduct or conclusive evidence of conduct injurious to the best interests of the Association or in violation of its purposes:

- (a) Conviction of felony or any crime involving moral turpitude.
- (b) Suspension or termination of the right to practice medicine in any province, state or country by reason of a violation of a medical practice act or other governmental regulation.
- (c) Grossly immoral, dishonorable or unprofessional conduct.
- (d) Termination from an affiliate society for moral/ethical reasons.
- (e) Non-voluntary loss of Board certification.

Section 9.02 – Disciplinary Procedure

Disciplinary questions shall be investigated by or under the supervision of the President or any other person designated by the Board of Directors. Any case, which, in the opinion of the President or other person designated by the Board of Directors, may warrant further consideration of disciplinary action, shall be referred by him/her to the Board of Directors.

If the Board of Directors decides that disciplinary action should be taken, the member against whom such action is contemplated, shall be sent, by registered or certified mail, not less than thirty (30) days prior to a meeting of the Board of Directors for the hearing of charges, a notice (a) stating the time and place of such meeting, and (b) informing him/her that disciplinary action against him/her will be considered at such meeting and that he/she may there appear in person or by his/her legal counsel, and give such evidence as he/she deems proper to show that disciplinary action should not be taken. The affirmative vote of not less than three-quarters of the members of the Board of Directors present at the meeting at which a quorum is present shall be required for the taking of disciplinary action.

Section 9.03 – Termination of Membership

A member, whose membership in the Association has been terminated, shall not hold himself/herself out or pretend to be a member of the Association.

Article 10—Resignation, Death, or Change of Status

Section 10.01 – Resignation or Death

All rights and privileges of any member shall terminate upon his/her resignation or death.

Section 10.02 – Change of Occupation or Status

Any member who changes his/her occupation or status in such a way as to render him/her ineligible for membership in this organization may, unless he/she resigns, be dropped from the membership roll by action of the Board of Directors. The Board of Directors has approved any member who, for reasons of moral turpitude or unethical practices, ceases to be a member of the Association and shall be so notified by the President after the action. A member who has thus lost his/her membership in the Association may be restored to membership in the Association by a majority vote of the Board of Directors.

Article 11—Offices

Section 11.01 – Registered Agent and Office

The Association shall have, and continuously maintain in the State of Illinois, a registered office and a registered agent whose office is identical to such registered office and may have other offices within or without the State of Illinois as the Board of Directors may, from time to time, determine. AAHS will hire and maintain an administrative support staff, to uphold these bylaws and maintain consistency annually.

Article 12—Contracts, Checks, Deposits and Funds

Section 12.01 – Contracts

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

Section 12.02 – Checks, drafts, etc.

All funds of the Association shall be deposited from time to time to an account of the Association in such banks, trust companies and other depositories as the Board of Directors may select. All checks, drafts or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall, from time to time, be determined by resolution of the Board of Directors.

Article 13—General Provisions

Section 13.01 – Books and Records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its membership meetings and meetings of the membership committee and any other committees designated by the President, and meetings 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. An active member or his/her agent or attorney may inspect the books and records of account and the minutes of meetings of the Members and Board of Directors of this Association for a proper purpose, at any reasonable time. The records will be held electronically and have secured back up at all times.

Section 13.02 – Fiscal Year

The fiscal year of this Association shall begin on the 1st day of January and end on the 31st of December each year.

Section 13.03 – Audit

The accounts of the Association shall be audited in a manner determined by the Board of Directors at the end of each fiscal year and at such other times as may be deemed necessary by the Board.

Section 13.04 – Location

The principal office of the Association shall be at such place as the Board of Directors may from time to time designate.

Article 14—Indemnification of Directors and Officers

The Association shall indemnify, to the full extent permitted by law, every past and present Officer, Director and Committee Members of the organization. This indemnification shall be against expenses actually and necessarily incurred in connection with defense or settlement of any action, suit, or proceeding to which any individual is made a party as a result of having served in any of the foregoing capacities. This indemnification shall not apply to matters in which the individual is judged liable for willful misconduct and to matters as shall be settled by agreement predicated upon the existence of such liability.

The term “expenses” shall include attorney fees, court costs, costs of investigation, cost of preparation for an attendance at trials, the amounts of judgments, fines and penalties, amounts paid at settlement (unless paid to the Association), and other expenses necessary and reasonable incurred in connection with the defense or settlement of any action or proceeding.

The forgoing right of indemnification shall not be exclusive of any other rights to which the parties may be entitled. This indemnification shall be in addition to any other power or right of the Association to indemnify its Officers, Directors, and Committee Members.

Article 15—Parliamentary Procedure

The rules contained in Sturgis Standard Code of Parliamentary Procedure shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Bylaws.

By-Laws last amended January 2020.