

# Minnesota Medical Association

## Articles of Incorporation and Bylaws

# Amended and Restated Articles of Incorporation of Minnesota Medical Association

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## ARTICLE I

### Corporate Name

The name of this Corporation is Minnesota Medical Association.

## ARTICLE II

### Registered Office

The location of the Corporation's registered office is ~~3433 Broadway~~ ~~1300 Godward~~ Street NE, Suite ~~1872500~~, City of Minneapolis, County of Hennepin, State of Minnesota, Zip Code of 55413.

## ARTICLE III

### Corporate Governance

The Corporation is governed by Chapter 317A of the Minnesota Statutes as now enacted or hereafter amended, supplemented or substituted (the "Minnesota Nonprofit Corporation Act").

## ARTICLE IV

### Corporate Purpose

The Corporation is organized and shall be operated exclusively to support and improve the science and art of medicine, and to advance community welfare, community health and scientific education within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, supplemented or substituted (the "Code"), and in furtherance of such purposes the Corporation may:

- Support rigorous standards for medical education and medical practice in Minnesota;
- Facilitate the exchange of research and information about the practice of medicine or the health of the public;
- Promote high standards of medical and health service in all public programs established for the welfare of the people of Minnesota;
- Bring into one federation all medical professionals in the state of Minnesota and partner with similar societies in other states to send delegates to the American Medical Association;
- Provide advice and assistance to public officials and policymakers in the design and implementation of programs that affect the health of Minnesotans; and

- Engage in any lawful programs or activities which are supportive of physicians' professional growth and development, promote the science and art of medicine, or which promote community welfare, community health and medical education.

The Corporation shall have the capacity, authority and powers granted under the Minnesota Nonprofit Corporation Act necessary or proper to accomplish the foregoing purposes.

## ARTICLE V

### No Profit or Pecuniary Gain

The Corporation is not organized for profit or organized to engage in an activity ordinarily carried on for profit. The Corporation shall not afford pecuniary gain, incidentally or otherwise, to a component medical society, to its members, trustees, officers, or other private persons, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any component medical society, member, trustee, officer, or other private person except that reasonable compensation may be paid for services rendered to or for the Corporation in respect to one or more of its purposes, including services by a component medical society, member, trustee, officer or other private person as such.

## ARTICLE VI

### Corporate Dissolution

Upon dissolution of the Corporation, assets shall be distributed in a manner required by Section 317A.735 of the Minnesota Nonprofit Corporation Act, provided, however, that in all events the net assets shall be distributed for one or more exempt purposes or to another nonprofit entity.

## ARTICLE VII

### Duration

The period of duration of the Corporation's existence shall be perpetual.

## ARTICLE VIII

### No Capital Stock

The Corporation shall have no capital stock.

## ARTICLE IX

### Members

The Corporation shall have members which are comprised of classes established pursuant to the Bylaws of the Corporation and hold such rights and preferences for such period of time as authorized by the Bylaws of the Corporation. Members shall pay dues and fulfill eligibility requirements pursuant to the Bylaws of the Corporation. Members of the Corporation, are not, as such, personally liable for the acts, debts, liabilities, or obligations of the Corporation.

## ARTICLE X

### Trustees

Management of the business and affairs of the Corporation shall be vested in its Board of Trustees which shall be comprised of natural persons. The members of the Board of Trustees of the Corporation shall serve until their respective successors shall have been elected and qualified, or until the earlier death, resignation, removal or disqualification of the trustees. Any action, other than an action requiring member approval, may be taken by written or electronic action signed or consented to by the number of trustees that would be required to take the same action at a meeting of the Board of Trustees at which all trustees were present.

## ARTICLE XI

### Trustee Committees

The Board of Trustees may establish committees with rules of procedure as provided pursuant to the Bylaws of the Corporation. Any action of a committee, other than an action requiring member approval, may be taken by written or electronic action signed or consented to by the number of committee members that would be required to take the same action at a meeting of the committee at which all committee members were present.

## ARTICLE XII

### Bylaws

The power to adopt, amend or repeal the Bylaws of the Corporation is vested in the Board of Trustees pursuant to the Bylaws of the Corporation.

## ARTICLE XIII

### Amendment of Articles

Amendments to the Articles of Incorporation must be approved by a majority vote of the Board of Trustees, subject to an advance 30-day member notice and comment period.

# MINNESOTA MEDICAL ASSOCIATION

## BYLAWS

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### Section 1: Membership and Dues

- a) **Limitation.** Membership in the Minnesota Medical Association (the “Association” or “MMA”) is limited to individuals agreeing to comply with and be bound by all the provisions of the Articles of Incorporation and Bylaws of the Association; the Association Code of Conduct; the Constitution and Bylaws of the American Medical Association (the “AMA”); and the Principles of Medical Ethics of the American Medical Association.
- b) **Eligibility.** An individual is eligible to become a member who is:
- 1) Licensed to practice medicine or osteopathy in the State of Minnesota, any other state, the District of Columbia, Puerto Rico, Guam or the United States Virgin Islands;
  - 2) A graduate of an accredited United States or Canadian medical or osteopathic school or an institution recognized as equivalent by the Minnesota Board of Medical Practice and who is not engaged in an activity which requires medical licensure;
  - 3) Engaged in a resident or fellow program approved by the Accreditation Council for Graduate Medical Education; or
  - 4) Enrolled in and actively pursuing an approved course of study within the State of Minnesota leading to the degree of Doctor of Medicine or Osteopathy.
- An individual is ineligible for membership if that individual’s Minnesota medical license is currently suspended or has previously been revoked, unless the Board approves the individual’s membership by a majority vote.
- c) **Membership Classification.** Each member of the MMA shall belong to a membership class. Membership classes shall be determined by the Board of Trustees (“Board”) and shall be used to establish dues rates and assessments.
- d) **Annual Dues Rate.** The Board shall establish dues, exemptions from dues, and assessments for all classifications of membership. The Board may establish an administrative service fee for members exempt from dues.

### Section 2: Component Medical Societies

- a) **Authorization to Organize.** The members of the Association, except at-large members as defined by Section 2(e), shall be organized into component medical societies (“societies”) chartered by the Association. Not more than one society shall be chartered to operate in any county except in a county so large in area as to make it impractical for one society to operate. Each society will be assigned to a trustee district. No single society may be part of more than one trustee district. The territorial jurisdiction of each society shall be determined by the Board and set forth in the charter issued to it by the Association.
- b) **Charter Qualifications.** Any society that has adopted principles of organization that are not in conflict with the Articles of Incorporation and the Bylaws of the Association may become a chartered society. Charters are issued by the Board and signed by the President of the Association.

Each charter shall include a definition of the geographic boundaries of the component society. No society is bound to carry out any policy or recommendation of the Association not consistent with the Association Articles of Incorporation and the Bylaws. Consistent with state law, a society shall indemnify against all costs and expenses in connection with or arising out of any action, suit or proceeding in which a member may be involved.

- c) **Revocation of Charter and Consolidation.** Any charter issued to a society may be revoked by the Board if the society acts in violation of the Association Articles of Incorporation or Bylaws. If the Board finds that any society is not functioning effectively, the Board may consolidate that society into any physically contiguous society.
- d) **Unified Membership.** A person applying for membership in a geographic area where a component society exists must concurrently apply for the same class of membership in the Association. Membership in the Association may not be discontinued unless membership in the society is also discontinued. Application to a component medical society may be made as follows:
  - 1) If a member's residence and principal office are in one society's jurisdiction, the member must elect that society. If a member's residence and principal office are in different jurisdictions, membership may be elected in either jurisdiction.
  - 2) A medical student may join a society with jurisdiction over the area in which the medical student's residence is located or the area in which the school is located.
  - 3) A resident may join a society with jurisdiction over the area in which the physician's residence is located or the area in which the hospital or primary training facility is located.
  - 4) A member who moves to a different society jurisdiction may elect to maintain membership in the society to which the member belonged prior to moving or may transfer membership to the society of the jurisdiction to which the member has moved. For members who transfer their membership from one component medical society to another, the membership shall be reciprocal for that calendar year and no additional dues shall be assessed provided that full dues have been received prior to the transfer.
- e) **At-Large Membership.** Those members who meet the eligibility requirements in Section 1 and either reside or work outside of Minnesota or reside in a geographic area in Minnesota where a component society does not exist may apply for an at-large membership. A person who resides in a geographic area in Minnesota where a component society does not exist may choose to become an at-large member or become a member of a component society contiguous with the county of residence or the principal office of the member. The decision to become or remain an at-large member is made on an annual basis.
- f) **Scope of Organization.** Each society shall generally direct the affairs of the profession in its county or district; further the purposes of the Association; and foster membership in the Association.
- g) **Membership Qualifications.** Except for at-large Members, a society may judge the qualifications of its own applicants, but ample opportunity to become a member of the Association shall be given to every physician in the county or district who is eligible for Association membership. The MMA shall judge the qualifications of applicants for at-large membership.
- h) **Dues Processing.** Each society collecting Association dues shall forward the dues of its members to the Association. Component medical societies may contract with the Association to bill its members and collect dues and assessments on its behalf.

- i) **Suspension.** A society that fails to forward to the Association the dues of its members as required shall be suspended and none of its members shall be permitted to participate in any of the business proceedings of the Association until the requirements have been met.

### Section 3: Termination of Membership

- a) **Resignation.** A member may resign at any time by giving written notice of such resignation to the Board or a staff member. Resignation is effective without acceptance when the notice is given, unless a later effective time is specified in the notice. A member's resignation does not relieve them from any existing obligations to the Association, such as dues, assessments, fees, or charges for goods or services.
- b) **Automatic Suspension.** The following occurrences shall result in automatic suspension of membership without right to a hearing:
  - 1) Dues Delinquency. Any member delinquent in dues or special assessments shall be suspended from membership. The member may be reinstated if dues and assessments for the year in which the suspension occurred are paid in full.
  - 2) License Revocation. Any member whose Minnesota license is revoked shall thereupon cease to be a member of the Association.
  - 3) Concurrent Membership. Any member, other than an at-large member, who ceases to be a member of a component society shall cease to be a member of the Association for the same period of time.
- c) **Discretionary Action.** Consistent with state law and Association policy, membership may be denied, revoked, or restricted by action of the Board and shall be binding upon the component societies. Members are expected to comply with the Association Code of Conduct. Failure to do so may result in suspension, restriction, or revocation of membership.

### Section 4: Nominations, Elections and Appointments

- a) **Election by Membership.** The membership shall elect each AMA Delegate, AMA Alternate Delegate, the President-Elect, and Trustee, except the Trustee appointed by the Policy Council.
- b) **Nominations.** Nominations for all offices shall be submitted in accordance with procedures developed by the Governance and Nominating and Leadership Development Committee. ~~A society may place on the ballot a nominee for Trustee from the society's trustee district if the board currently has no Trustee from that district.~~
- c) **Eligibility.** Each nominee must be a member of the MMA. Each nominee for AMA Delegate or AMA Alternate Delegate must also be a member of the AMA. Each nominee and Trustee must possess necessary competencies that are established, periodically reviewed, and adjusted as needed by the Board. With the exception of the positions of President-Elect, President, and Immediate Past President, no member may be nominated or elected to serve concurrently as a voting member of the Board and as a member of the AMA delegation.
- d) **Ballots.** Voting shall take place by electronic ballot with nominees listed alphabetically and designated as incumbents as applicable.
- e) **Voting.** A plurality of the vote cast is required to elect a nominee.
- f) **Policy Council Appointment.** The Policy Council shall appoint one of its members to serve as a voting member of the Board.
- g) **Terms of Office.** The following terms of office and term limitations apply:

- 1) President-Elect, President, and Immediate Past President. Terms of office for the President-Elect, President, and Immediate Past President begin on October 1 and end on September 30. The President-Elect shall serve as President-Elect for a period of one year, at which point the President-Elect shall become President. The President shall serve for a period of one year, at which time the President shall become Immediate Past President and serve as such for a period of one year.
  - 2) Trustee. Terms of office for each Trustee begin on October 1 and end on September 30. Each Trustee, other than ex-officio Trustees, the Resident/Fellow Trustee, the Policy Council-appointed Trustee, and the Medical Student Trustee, shall serve for a term of three years with a maximum of three terms, not including election or appointment to fill a vacancy. The Medical Student Trustee may serve one, two-year term. The Medical Student Trustee must be enrolled in medical school for the entirety of the term, except that the Medical Student Trustee may complete a term if the medical student graduates during the second year of a term. The term for the Resident/Fellow Trustee is two years with a maximum of two terms. The Resident/Fellow trustee must be a resident/fellow for the entirety of the term, except that the Resident/Fellow Trustee may complete a term if the resident/fellow finishes a residency or fellowship during the second year of a term. Terms of Trustees will be arranged so that, as nearly as possible, one-third shall be elected each year. A Trustee appointed by the Policy Council may serve a maximum of one, three-year term.
  - 3) AMA Delegate and AMA Alternate Delegate. Each AMA Delegate and AMA Alternate Delegate shall serve for a term of three (3) years beginning on January 1 and ending on December 31. No individual shall serve more than a maximum of 18 years on the delegation.
- h) **Removal from Office.** An AMA Delegate, AMA Alternate Delegate, President-Elect, President, Immediate Past President, Trustee, or any Policy Council member may be removed from office by affirmative vote of two-thirds of the voting members of the Board.
- i) **AMA Delegation Reduction.** If the allotted number of Minnesota AMA delegates is decreased, the reduction in delegates and alternate delegates shall be determined based on seniority. Seniority shall be determined by year of election. Should more than one AMA Delegate or AMA Alternate Delegate have equal seniority, seniority shall be determined by lot under the supervision of the MMA Board Chair. The least senior AMA Delegate that loses their position shall become an Alternate Delegate, with the least senior Alternate Delegate relinquishing their position on the delegation. An Alternate Delegate who loses their position shall be considered by the Governance and ~~Nominating and Leadership Development~~ Committee for nomination at the next election cycle.

## Section 5: Officers

- a) **Delineation.** The Officers of the Association shall consist of a President, President-Elect, Chair of the Board, Secretary-Treasurer and the Immediate Past-President. No person shall be elected to the office of President-Elect who has not been a member of the Association for at least two years prior to election. No officer shall serve more than 12 years in any single office, not including election or appointment to fill a vacancy.
- b) **Duties of the President.** The President shall deliver an address at the Annual Meeting of the Association and perform such other duties as may be delegated by the Board, including presiding at meetings of the Board in the absence of the Chair.

- c) **Duties of the President-Elect.** The President-Elect shall assume the office of President in the event the President is unable to complete a term and shall continue as President through the term to which previously elected.
- d) **Duties of the Chair.** The Chair of the Board shall be responsible for the administration of the Board, preside at all Board meetings and perform such other duties as may be conferred upon them by the Board.
- e) **Duties of the Secretary-Treasurer.** The Secretary-Treasurer shall, through the chief executive officer, maintain records of the official business of the Association and a record of all proceedings of the Board. The Secretary-Treasurer shall, through the chief executive officer, receive and disburse funds authorized by the Board and report receipts and expenditures of the Association annually to the members.
- f) **Duties of the Immediate Past-President.** The Immediate Past-President shall serve as Chair of the Governance and Nominating ~~and Leadership Development~~ Committee and/or perform other duties as assigned by the Board.
- g) **Chief Executive Officer Responsibilities.** The chief executive officer, whose title shall be determined from time to time, shall be employed by the Board. Under the direction of the Board, the chief executive officer shall be responsible for the general administration of the affairs of the Association and shall perform all duties incidental to this office.
- h) **Incapacity or Vacancy of Office.** In the event the Chair is unable to perform the duties of the office, the President shall serve until the Chair resumes the duties or is succeeded by a new Chair elected by the Board.

## Section 6: Board of Trustees

- a) **Responsibility and Authority.** The affairs of the Association shall be managed by a Board of Directors which shall be known as the Board of Trustees ("Board"). It shall have authority to develop the budget, set dues level assessments and other charges payable by members of the Association, and perform all acts and functions that are not inconsistent with the Articles of Incorporation and Bylaws.
- b) **Size and Composition of the Board.**
  - 1) Voting members. The Board shall consist of 16 voting members who meet the eligibility criteria established in Section 4(c). The voting members shall be comprised of 10 members elected by the membership; one member elected by the membership who is a medical student; one member elected by the membership who is a resident or fellow; one member appointed by the Policy Council; and the President, the President-Elect, and the Immediate Past President.
  - 2) Ex-Officio Members. The chair of the AMA delegation and the MMA Chief Executive Officer shall be ex-officio members of the Board, but without the right to vote. Any member of the Association elected to serve as President, President-Elect, Immediate Past-President, Secretary-Treasurer, Vice-Speaker, Speaker or Trustee of the American Medical Association will be an ex-officio member of the Board, but without the right to vote.
- c) **Geographic Distribution.** The Board shall have at least one voting member from each trustee district and no more than 50 percent of the voting members from any one trustee district.
- d) **Board Chair and Secretary Treasurer.** No later than July 1, the Board shall open nominations for Chair and Secretary-Treasurer to all voting members of the Board. The Board shall elect from among its elected members a Chair of the Board and a Secretary-Treasurer to serve a one-year term

commencing October 1. The Chair of the Board or the Secretary-Treasurer may be removed from the office of Chair or Secretary-Treasurer by affirmative vote of a majority of the voting members of the Board.

- e) **Meetings.** The Board shall meet at the call of the Chair. Special meetings of the Board may be held at such times as the Chair may determine, or upon the written request of any three Trustees. Notice of meetings shall be provided consistent with Section 6(p).
- f) **Quorum.** A quorum consists of a majority of the voting members of the Board, provided that if a vacancy exists by reason of death, resignation or other, a majority of the remaining Trustees shall constitute a quorum for the purpose of filling such vacancy. If a quorum is present when a duly called or held meeting is convened, the members present and entitled to vote may continue to transact business until adjournment, even though the withdrawal of members originally present leaves less than the proportion or number otherwise required for a quorum.
- g) **Majority Vote.** Except as otherwise provided, all questions at a duly held meeting shall be decided by a majority vote of the members with voting rights present and entitled to vote at the meeting.
- h) **Executive Session.** The Board may, by order of the Chair or by the vote of a majority of its voting members present, declare an executive session. The executive session is open to only the voting members and others as may be invited to remain by the Chair or by a majority of its voting members.
- i) **Incapacity or Vacancy of Office.** If a vacancy occurs in the office of Trustee, AMA Delegate or AMA Alternate Delegate by reason of death, resignation or otherwise, the Board may fill such vacancy for a period ending at the expiration of the term of the office.
- j) **Staff Employment.** The Board shall have authority to employ such persons, including a chief executive officer whose title shall be determined from time to time by the Board, as it deems necessary to carry out the work of the Association
- k) **Association Publications.** The Board shall provide and have responsibility for the publication and distribution of the Association's publications.
- l) **Execution of Contracts.** The Board shall have a written procedure for the execution of contracts specifying who is required to sign these contracts and what types of assets may be sold, transferred or assigned.
- m) **Action Without Meeting.** Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting by written or electronic action signed or consented to by the number of Trustees that would be required to take the same action at a meeting of the Board at which all Trustees were present.
- n) **Meetings Conducted Through Electronic Communication.** The Board may specify that a meeting will be conducted through one or more means of remote communication, provided that notice and quorum requirements are met. Participation in a meeting through a form of remote communication that is authorized by the Board constitutes personal presence at a meeting.
- o) **Electronic Communications.** Authenticated electronic communications that satisfy the requirements of this Section may legally satisfy written record and signature requirements necessary for valid records, signatures, and contracts. Authenticated electronic communications are those communications that set forth information from which the Association can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of the Association, or to an officer or agent of the Association who is authorized by the Association to receive the communication.

- p) **Notice.** Notice of the time, date, and location of each meeting may be delivered electronically and shall be given no less than three days prior to a meeting of the Board. Notice is effective when given and is deemed given when the communication is directed to the Trustee.

## Section 7: Committees and Sections

- a) **Executive Committee.** The Board may establish an Executive Committee, which shall have the authority to manage the business of the Association in the interval between meetings of the Board. The Executive Committee shall also perform other duties as assigned by the Board. The Executive Committee shall at all times be subject to the control and direction of the Board, with all actions taken being reported to and approved by the Board no later than its next regular meeting. The Executive Committee shall have five members including the Chair of the Board, President, President-Elect, the Immediate Past President, and the Secretary-Treasurer. At the invitation of the Chair of the Board, other parties may attend the meeting but shall have no right to vote.
- b) **Committee on Finance and Audit.** The Board shall establish a Committee on Finance and Audit. The Secretary-Treasurer shall be the chair of the committee. The committee shall monitor the financial status of the MMA, develop a budget for recommendation to the Board, and report as appropriate to the Board.
- c) **Governance and Nominating and Leadership Development Committee.** The Governance and Nominating and Leadership Development Committee shall promote continuous improvement in MMA governance processes and structures, and report to the membership a slate of candidates that meet the relevant eligibility criteria for the offices of AMA Delegate, AMA Alternate Delegate, President-Elect, and Trustee. The Immediate Past-President of the Association shall serve as Chair of the ~~Nominating and Leadership Development~~ Committee, with the remaining members determined by the Board of Trustees. ~~If the Immediate Past President is unable to serve, the President shall appoint a Chair from among the members of the Committee. The remaining members of the Committee shall be the President-Elect, Chair of the Board or designee, Chair of the AMA Delegation or designee, and two past MMA Presidents invited to serve in reverse chronology of their terms of office. The President shall appoint a member from each trustee district that is not represented by one of the slotted positions.~~ A member of the ~~Nominating and Leadership Development~~ Committee may ~~not~~ be nominated for the position of President-Elect, ~~or~~ Trustee, AMA Delegate, or AMA Alternate Delegate, but must recuse themselves from all discussions and decisions concerning such nomination. ~~A member of the Committee may be nominated as an AMA Delegate or Alternate but must withdraw from the AMA Delegate and AMA Alternate Delegate discussion when these nominations are discussed by the Committee.~~
- d) **Authority to Create Committees.** The Board may create additional committees and may designate the duties, powers, and terms of membership of such committees. No committee may be given authority to amend the Articles of Incorporation or these Bylaws. Committees are subject to the direction and control of the Board.
- e) **Authority to Establish Sections.** The Board may create sections for the purpose of organizing members with identifiable common or unique interests. The Board shall specify the composition, form, and function of each section so created. Membership in a section is limited to members of the Association. Sections are subject to the direction and control of the Board.
- f) **Subcommittees and Ad Hoc Committees.** Committees and sections may establish subcommittees and ad hoc committees within guidelines established by the Board.

- g) **Rules of Procedure.** Except where otherwise provided by resolution of the Board, the following procedures apply to meetings of a committee or section:
- 1) Call of the Chair. Each committee or section shall meet at the call of its chair or at a regular time determined by the committee or section. Such meetings shall be called by giving at least three days' notice to all members. Notice may be delivered electronically, is effective when given, and is deemed given when the communication is directed to the member.
  - 2) Quorum. The presence of not less than one-third of voting members of the committee constitutes a quorum for the transaction of business. After a quorum is established, a committee or section may continue to transact business until adjournment without regard to the number of voting members present.
  - 3) Majority Vote. All questions at a duly held meeting shall be decided by a majority vote of the voting members present and entitled to vote at the meeting.
  - 4) Minutes and Reports. Each committee or section shall report its activities to the Board. Minutes, if any, of the meetings must be made available upon request to members of the committee or section and to members of the Board.
  - 5) Remote Communication. A committee or section may meet via remote communication. Participation in a meeting by remote communication constitutes personal presence at the meeting.
- h) **Committee Members Considered Trustees.** Committee and Policy Council members are considered directors for purposes of Minnesota Statutes Sections 317A.251, 317A.255, and 317A.521 as now enacted or hereafter amended, supplemented, or substituted.

## Section 8: Policy Council

- a) **Responsibility and Authority.** The Policy Council is an advisory body to the Board on issues with the greatest impact on the most members, including health policy, governance, and administrative issues facing Minnesota physicians and the Association.
- b) **Composition.** The Policy Council consists of 40 members determined consistent with Board policy.
- c) **Membership Criteria.** Each member of the Policy Council must:
- 1) Meet the membership requirements of Section 1(b);
  - 2) Be an active member of the Association;
  - 3) Except for the President-Elect and the Council's appointee to the Board, not be a member of the Board.
  - 4) At the time of appointment, not be a Chair of a Committee created by the Board under Section 9(d).
- d) **Appointment Terms.** Each Policy Council member, except the President-Elect, shall be appointed for a term of three years beginning January 1 and ending December 31. Terms of the members shall be arranged so that, as nearly as possible, one-third of the Council shall be appointed each year. Each person can serve no more than two, non-consecutive terms. The Policy Council Chair shall be elected from among the Policy Council members and serve for a term of one year, with a maximum of three terms.
- e) **Majority Vote and Quorum.** All questions at a duly held meeting shall be decided by a majority vote of the Council members present at the meeting. A quorum consists of one-third of the voting members of the Council.

- f) **Relationship to the Board of Trustees.** The Policy Council is an advisory body to the Board. Policy recommendations adopted by the Policy Council shall be referred to the Board for consideration. The Board shall vote on whether to adopt the Council's policy recommendations consistent with Section 6, except that any policy recommendation made by the Policy Council with a two-thirds majority of voting Council members may only be modified or rejected by the Board by a vote of two-thirds of voting Board members.
- g) **Meetings.** The Policy Council shall meet at least twice annually and shall meet at the call of its chair. Such meetings shall be called by giving at least three days' notice to all members. Notice may be delivered electronically, is effective when given, and is deemed given when the communication is directed to the Policy Council member.
- h) **Minutes and Reports.** The Policy Council shall report its activities to the Board. Minutes, if any, of meetings must be made available upon request to members of the Policy Council or the Board.

## Section 9: Indemnification

- a) **Protection Against Costs Imposed While Acting for the Association.** The Association shall indemnify each current and former Trustee, officer, and member of any committee, section, or council of the Association against all costs and expenses reasonably incurred by or imposed upon them in connection with or arising out of any action, suit, proceeding, or reasonable settlement in which they may be involved by reason of their capacity with the Association, provided they, with respect to the act or omission:
  - 1) Have not been indemnified by another organization for the same costs and expenses with respect to the same acts or omissions;
  - 2) Acted in good faith;
  - 3) Received no improper personal benefit, disclosed any potential conflict of interest in the matter in question, refrained from voting on the matter, and complied with the Association Conflict of Interest Policy;
  - 4) In the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful; and
  - 5) Reasonably believed that the conduct was in the best interests of the Association.

## Section 10: Amendments

- 1. **Procedure.** These Bylaws and the Articles of Incorporation may be amended by majority vote of the Board of Trustees, provided that prior to action by the Board of Trustees the membership is provided with an electronic copy of the proposed amendment(s) and a 30-day period within which to review and provide comment.

### Provenance

- 1) Amended and Restated Articles and Bylaws recommended by the Board of Trustees July 2019.
- 2) Amended and Restated Articles and Bylaws adopted by Association membership vote August 2019.
- 3) Articles and Bylaws Amendment recommended by the Board of Trustees July 2024.
- 4) Amended Articles and Bylaws adopted by Association membership vote 2024.