

Bylaws of the Central Association of Advisors for the Health Professions

(with approved revisions as of April 2017)

Article I: Name

The name of this corporation shall be the Central Association of Advisors for the Health Professions (hereinafter the “corporation”).

Article II: Purposes

The purposes of the corporation as stated in its Articles of Incorporation are educational and scientific. Without limiting said general purposes, these purposes shall be to advance undergraduate education for all the health professions, to further the development of health science curricula, to facilitate the exchange of information, to sponsor research, to conduct educational meetings and discussions, to enhance professional skill of those identified as advisor to individual students and alumni of their institution and to establish liaisons with other health professions organizations.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions 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 2015, or the corresponding provision of any future United States Internal Revenue law, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal 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 III: Offices

The corporation shall have, and continuously maintain, in the State of Illinois, a registered office and a registered agent whose office is identical with 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.

Article IV: Members

SECTION 1. Institutions in the Central region shall be considered to include all schools or institutions (community colleges, colleges, universities) in the states of Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota and Wisconsin. Individuals may apply for membership through the NAAHP.

a. Advisor Member. An individual who is involved in undergraduate health professions advising at an accredited college or university located within the Central region may become an Advisor member of the corporation.

b. Emeritus Member. An individual who has retired from undergraduate health professions advising at an accredited college or university located within the Central region and who has been an Advisor member of CAAHP for at least 5 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 revert to advisor member status. Members who begin advising

either individually or with a company or business that is a “for-profit” are not eligible for emeritus status. Where the status is uncertain, it will be reviewed by the Executive Director of NAAHP, and if necessary, the Membership Committee of the NAAHP, for a decision.

SECTION 2. Voting Rights.

- a. Adviser Member. Each Advisor member shall be entitled to one vote.
- b. Emeritus Member. Each Emeritus member shall be entitled to one vote.

SECTION 3. Termination of Membership.

- a. Any member whose dues are in arrears shall, by reason thereof, stand suspended from the privileges of corporation membership until such dues are paid. If the same are not paid within six months, such members shall be automatically dropped from the membership roll.
- b. If a member ceases to fall under the definition of his/her class of membership as defined in Article IV, Section 1 of these Bylaws, he/she shall be removed from the membership roll.

SECTION 4. Resignation. Any member may resign by filing a written resignation with the Secretary. Such resignation shall not allow the member resigning to recover any dues, assessments or other monies already paid to the corporation.

SECTION 5. Transfer of Membership. Membership in the corporation is transferable under the same circumstances as for the National Association of Advisers for the Health Professions.

Article V: Meetings of Members

SECTION 1. Annual Meeting. The annual meeting of the members shall take place annually at the regional and national meetings and otherwise shall be held as determined by the Board of Directors. The Board of Directors shall, by resolution, fix the exact time and place of such meeting. The annual meeting shall be for the purposes of electing officers and directors and for the transaction of such other business as may come before the meeting. If the election of officers and directors shall not be held on the day designated herein for the annual meeting, or at any adjournment thereof, the Board of Directors shall cause an election to be held at a special meeting of the members called as soon thereafter as conveniently may be.

SECTION 2. Special Meetings. Special meetings of the members may be called either by the President, the Board of Directors itself or a petition directed to the Board of Directors signed by not less than one-tenth of the members having full voting rights. The Board of Directors may designate any place, either within or without the State of Illinois, as a place for any special meetings called by the Board of Directors. If no designation is made, the place of meeting shall be at the registered office of the corporation in the State of Illinois; provided, however, that if all of the members shall meet at any time and place, either within or without the State of Illinois, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 3. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by email, or by mail, to all members, not fewer than five (5) days before the date of such meeting, or, in case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, not fewer than

twenty (20) days before the date of the meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these Bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the corporation, with postage thereon prepaid. If emailed, the notice of a meeting shall be deemed delivered when the email is sent to the email address of the member as it appears in the records of the corporation.

SECTION 4. Informal Action by Members. Any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of members, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed either by:

- a. All the members entitled to vote with respect to the subject matter thereof, or
- b. By the members having not fewer than the minimum number of votes that would be necessary to authorize such action at a meeting at which all members entitled to vote thereon were present and voting. If consent is signed by fewer than all, then the consent becomes effective only if:
 - i. At least five days prior to the effective date of such consent, notice in writing of the proposed action is delivered to all members entitled to vote on the issue; and
 - ii. If, after the effective date of such consent, prompt notice in writing of the taking of the action without a meeting is delivered to members entitled to vote who have not consented in writing.

SECTION 5. Quorum. The members holding one-third of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

SECTION 6. Manner of Acting. Elections of officers and members of the Board of Directors shall be carried out in accordance with the provisions of Article VIII of these Bylaws. For all other matters, if a quorum is present, the affirmative vote of two-thirds of the votes present, either in person or by proxy, shall be the act of the members.

SECTION 7. Program. The Board of Directors shall arrange the program for the annual meeting.

SECTION 8. Report. The Board of Directors shall, after the annual meeting, make a report of the activities of the corporation to be distributed to the membership.

SECTION 9. Conduct of Membership Meetings. The conduct of meetings and the order of business shall be under the direction of the President, who shall make all parliamentary decisions. The President shall follow the most recent edition of Robert's Rules of Order, Revised, except where superseded by the Bylaws of the corporation.

Article VI: Board of Directors

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

SECTION 2. Number, Tenure and Qualifications. The number of members of the Board of Directors shall be twelve. The Board of Directors shall consist of the President, Vice-President, Immediate Past-President, Secretary, Treasurer, six (6) Members-At-Large, and the Liaison to the NAAHP. The President, Vice- President, Immediate Past-President, Secretary and Treasurer shall serve on the Board of Directors for however long the term of their respective offices. The President shall serve as Chair of the Board of Directors. Members of the Board of Directors shall hold office until the annual meeting of members wherein their successors shall have been elected. Members of the Board of Directors need not be residents of Illinois.

SECTION 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw at the same place as the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the Board of Directors without other notice than such resolution.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place, either within or without the state of Illinois, for the holding of any special meeting of the Board of Directors called by them.

SECTION 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days previously thereto by written notice delivered personally or sent by mail or email to each member of the Board of Directors at his/her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If emailed, the notice of a meeting shall be deemed delivered when the email is sent to the email address of the member as it appears in the records of the corporation. Any member of the Board of Directors may waive notice of any meeting. The attendance of a member of the Board of Directors at any meeting shall constitute a waiver of notice of such meeting, except where a member of the Board of Directors attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

SECTION 6. Quorum. Two-thirds of the full Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; provided that, if less than two-thirds of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 7. Manner of Acting. The act of two-thirds of the full Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.

SECTION 8. Vacancies. Any vacancy occurring on the Board of Directors, other than in the positions of President or Immediate Past-President, shall be filled by two-thirds vote of the full

Board of Directors before any other official business. A Director appointed to fill a vacancy shall serve until the next annual meeting of the members of the corporation, at which time there will be an election to fill the unexpired portion of the term, if any.

SECTION 9. Compensation. Officers and directors shall serve without compensation except reimbursement for actual expenses.

SECTION 10. 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.

Article VII: Officers

SECTION 1. Officers. The officers of the corporation, shall include President, Immediate Past-President Vice-President, Secretary and Treasurer. The Treasurer shall be appointed by the Board of Directors. The Vice-President and Secretary shall be elected at the annual meeting by a majority of the members present and voting either in person or by proxy. Voting shall be by secret ballot in accordance with the Bylaws.

SECTION 2. Term of Office. The President and Immediate Past-President shall serve single two-year terms, except as provided in Article VII, Section 4 (Vacancies) of these Bylaws. The Vice-President (who is President-elect) shall serve a single two-year term. Their terms of office shall last for two years extending from the closing session of the annual meeting at which they assume office to the closing session of the second successive annual meeting. The term of office of the Secretary shall last for two years, extending from the closing session of the annual meeting at which he/she assumes office to the closing session of the next annual meeting. The Secretary shall serve no more than two consecutive terms. The Treasurer shall serve for two fiscal years, the fiscal year, July 1–June 30, following appointment. Re-appointment is at the discretion of the Board. Each Officer shall hold office until a successor shall have been duly elected or appointed.

SECTION 3. Removal. Any officer or agent of the corporation may be removed by the persons authorized to elect or appoint such officer or agent whenever in their 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. Where such person was appointed by the Board of Directors, the vote of three-quarters of all directors in office shall be necessary for removal. Where such person was elected by the members, the vote of a majority of all members shall be necessary for removal.

SECTION 4. Vacancies. A vacancy in the office of President because of death, resignation, removal, disqualification, or otherwise will be filled by the Vice-President who will serve in the vacant position until the next annual meeting of the members of the corporation, at which time he/she will assume a regular two-year term as President. A vacancy in the office of the Vice-

President or Secretary will be filled by a two-thirds vote by the full Board of Directors to serve until the next annual meeting of the members of the corporation, at which time a new officer will be elected in accordance with Article VII, Section 1 of these Bylaws for the unexpired portion of the term. A vacancy in the office of the Treasurer will be filled by a two-thirds vote by the full Board of Directors for the unexpired portion of the term. A vacancy in the office of Immediate Past- President will not be filled.

SECTION 5. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the members and of the Board of Directors; may sign, with 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. The President shall be authorized, within the budget of the corporation, to employ such persons as he/she may deem necessary for the proper conduct of the affairs of the corporation, and to determine the compensation to be paid therefor.

SECTION 6. Vice-President. In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President shall be empowered by a two-thirds vote of the full Board of Directors to 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. The Vice-President also shall be responsible for coordinating arrangements for the annual meeting of the members of the corporation and shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 7. Immediate Past-President. The Immediate Past-President shall chair the Nominating Committee of the Board of Directors, serve as advisor to the President and the Board, and, in general, perform all duties incident to the office of Immediate Past-President and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/ she shall have charge and custody of and be responsible for all funds and securities of the corporation from any source whatsoever, and shall deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article XI of these Bylaws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The treasurer shall request an external, independent audit of the accounts at the end of the fiscal year at the each term. The President or two-thirds of the board may request an audit of the accounts at any time. The association shall bear the cost of the audits. The outgoing Treasurer shall transfer all records and balance to the incoming Treasurer within thirty (30) days after appointment.

SECTION 9. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation; keep a register of the post office address and email address of each member which shall be furnished to the Secretary by such member; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The outgoing Secretary shall transfer all records and the seal to the incoming Secretary within thirty (30) days after election.

Article VIII: Election of Officers and Members of the Board of Directors

SECTION 1. Officers. The officers of the corporation, except the President, Immediate Past-President, and Treasurer, shall be elected at the annual meeting by a majority of the Advisor members voting, either in person or by proxy. Voting shall be by secret ballot in accordance with the Bylaws. Nominations shall be made by a Nominating Committee appointed by the Board of Directors. The Nominating Committee shall consist of the Immediate Past-President, who serves as its Chair, and at least two members of the corporation. The Nominating Committee shall submit the name(s) of one or more nominees for the offices of Vice-President, NAAHP Representative and Secretary. The nominations shall be publicized at least ten (10) days in advance of the scheduled election. The President, upon expiration of his/her term, shall assume the office of Immediate Past- President for the following term. The Vice-President of the preceding term, upon expiration of his/her term, shall assume the office of President for the following term.

SECTION 2. Members-at-Large of the Board of Directors.

- a. The Nominating Committee shall submit to the Board of Directors one or more nominations for each vacancy of the office of Board of Directors Member-At-Large. Additional nominations may be made from the floor during the annual meeting by members.
- b. Members-At-Large of the Board of Directors shall be elected from the list of nominees by the voting representatives of the members by ballot at the annual meeting. Write-in nominations may be made for Members-At-Large. Each member may vote for one person to fill each vacancy, and the nominees receiving the highest number of votes shall be certified to the Board of Directors by the Secretary as elected.
- c. A Member-At-Large of the Board of Directors shall serve a three-year term and may not be re-elected immediately. The three-year terms shall be staggered so that only one-third of the Members-At-Large are elected in any one year except in the case of a vacancy.
- d. A vacancy occurring in the office of Member-At-Large shall be filled by the full Board of Directors by appointment until the next election.
- e. A Member-At-Large who fails to attend two consecutive Board of Directors meetings for which he/she was mailed notice not less than two months in advance shall be considered to have resigned and may not be nominated for the position of Member-At-Large until the term for which he/she was elected has expired.

SECTION 3. Nominee Demographics. The Nominating Committee shall present a slate, from the members of CAAHP, for the election of Officers and Members-At-Large of the Board of Directors that reflects ethnic, gender, and geographical diversity as well as size and type of institution represented in the corporation.

Article IX: Committees

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 committees, and appoint directors or non-directors to serve on those committees. Each committee shall have at least one Director, a majority of its membership shall be directors, and all committee members shall serve at the discretion of the Director of the Board. 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, 5 108.40. as amended from time to time, or any successor statute.

SECTION 2. Advisory Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more 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. All advisory committee members shall serve at the pleasure of the Board.

SECTION 3. Term of Office. Each member of a committee shall continue as such until his/her successor is appointed unless the committee shall be terminated sooner, or unless such member be removed from such a committee, or unless such member shall cease to qualify as a member thereof. An individual may be reappointed to the same committee.

SECTION 4. Chair. One member of each committee shall be appointed Chair by the President of the corporation.

SECTION 5. 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 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. Minutes. Each committee shall keep minutes of its proceedings. Each committee chair shall report on the committee's activities to the Board of Directors and the members at the annual meeting.

Article X: Liaisons

SECTION 1. Election of Liaisons to the National Association of Advisors for the Health Professions (NAAHP). Two representatives shall be elected to serve as directors of NAAHP in accordance with NAAHP Bylaws:

- a. One representative shall be selected by the corporation's Board of Directors from among the President, Vice-President and Immediate Past-President;
- b. One representative shall be elected at large from the membership of the corporation. . The Nominating Committee shall submit to the Board of Directors and members one or more nominations for the vacancy of the office of Liaison to the NAAHP.

SECTION 2. Appointment of Liaisons to Other Professional Organizations.

The President, with the consent of the Board of Directors, may appoint members to serve as liaisons to other professional organizations as he/she deems necessary.

SECTION 3. Term. Each liaison shall serve for two years and may be re-elected.

SECTION 4. Vacancies. Vacancies may be filled by appointments in the same manner as provided in the case of the original appointments.

SECTION 5. Reports. Each liaison shall report on his/her activities to the Board of Directors and the members at the annual meeting.

Article XI: 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 or approved 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 such determination by the Board of Directors, such instruments shall be signed or approved by the Treasurer and countersigned or counter-approved by the President or Vice- President of the corporation. The President, Vice-President and Treasurer shall have authorized signatures on file at the corporation's bank of deposit.

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 XII: Books and Records

The corporation shall keep correct and complete books and records of account 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 its registered or principal office or on a Board approved secure web site a record giving the names and addresses of members entitled to vote. All books and records of the corporation may be inspected by any member, or his/her agent or attorney for any proper purpose at any reasonable time.

Article XIII: Fiscal Year

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in the following year.

Article XIV: Dues and Budget

SECTION 1. Annual Dues. The members shall determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members.

SECTION 2. Payment of Dues. Dues shall be payable in advance on the first day of November in each year to the National Office.

SECTION 3. Budget. The President, with the help of the Treasurer, shall prepare an annual budget, said budget to be approved by the Board of Directors.

Article XV: General Prohibitions

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

a. The corporation shall be organized exclusively for scientific, advisory, and educational purposes;

b. The corporation shall be operated exclusively for scientific, advisory, 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 shareholder or individual;

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 or distributing of 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 by;

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 an officer, member of the Board of Directors or a substantial contributor to the corporation. The prohibitions contained in this Section (g) do not imply that the corporation may make such loans, payments, sales, or purchases to anyone else, unless authority be given or implied by other provisions of the Bylaws.

Article XVI: 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 XVII: Waiver of Notice

Whenever any notice whatsoever is required to be given under the provisions of the Illinois General Not For Profit Corporation Act of 1986 as amended from time to time, or any successor statute, or under the provisions 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 XVIII: Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted only by a two-thirds majority of the members present at any regular meeting or any special meeting, provided that at least seven days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

July, 2017 D Owen