

**BYLAWS
OF THE
AMERICAN MEDICAL WRITERS ASSOCIATION**

ARTICLE I: NAME AND PURPOSE

The name of this nonprofit corporation is the American Medical Writers Association. It is hereinafter referred to in these Bylaws as either the Corporation or AMWA. The purposes of the corporation are set forth in the Articles of Incorporation and the Constitution.

ARTICLE II: MEMBERS

Membership is available to persons engaged or interested in any aspect of communication in the medical or allied professions and sciences, subject to application and approval requirements as specified by the Board of Directors.

1. Membership Types.

a. Professional membership is available to persons engaged or interested in any aspect of communication in the medical or allied professions and sciences.

b. Life membership provides all of the privileges of professional membership, with no annual dues. (The option of life membership was discontinued after May 2004.)

c. Retired membership is available at a reduced rate to any professional member who has been a member of AMWA for at least ten (10) years immediately preceding such request and who either has reached the age of 70 years and retired or has become physically incapacitated. Retired members enjoy all of the privileges of professional membership.

d. Student membership is available at a reduced rate to qualified students or trainees interested in the mission and objectives of AMWA. Student members enjoy all of the privileges of professional membership except voting and holding office.

2. Voting Rights. Each professional, life, and retired member of AMWA shall have the right to vote on all matters to be voted on by the members.

3. Other Rights and Privileges. Each professional, life, and retired member shall have the right to hold office. All members shall have the right to attend AMWA annual business meetings, and shall enjoy such other rights and privileges that are consistent with these Bylaws as conferred by the Board of Directors from time to time.

4. Applications. Any person desiring to become a member of AMWA shall apply to do so. Applications must be accompanied by the dues required for the first year of membership, as

established by the Board of Directors under the authority of Section 5 of this Article. Applicants must be willing to abide by AMWA's Constitution and Bylaws and must maintain an interest in the activities of AMWA.

5. **Dues.** The Board of Directors shall establish, and may change from time to time, the amount of dues that must be paid by each category of member. Except for life members, no person shall be permitted to become or remain a member of AMWA without paying the required dues. Members whose dues are more than thirty (30) days in arrears shall have their membership terminated. Members must be current in dues to be able to vote, run for office, or otherwise participate in certain activities of AMWA. The power to levy dues and assessments and to receive funds from these and other proper sources is vested in the Board of Directors.

6. **Meetings.**

a. *Annual business meeting.* There shall be an annual business meeting of members of AMWA, to be held at a time and place to be determined by the Board of Directors, for the election of officers and such other business as may properly come before the meeting.

b. *Special meetings.* A special meeting of the members shall be held on the call of the Board of Directors, or at the request of a majority of the members, at the time and place stated in the call. If no place is stated, the meeting shall be held at AMWA's principal office.

c. *Notice.* The Secretary (or other person or persons calling the meeting) of AMWA shall notify all members about the annual business meeting and any special meetings by email or other appropriate contact listed in the records of AMWA, not more than sixty (60) days nor fewer than fifteen (15) days before the date of the meeting. In the case of a special meeting, the notice shall state the purpose or purposes for which the meeting is called.

d. *Acting without meeting.* Members may act without a meeting by voting through mail, email, or other electronic means, so long as members entitled to vote thereon are given the opportunity to vote for or against the proposed action and the action taken constitutes a quorum if the action had been taken at a meeting. Notice in writing of the proposed action to be taken must be delivered to all of the members entitled to vote on the matter at least five (5) days prior to the effective date of such informal action. The vote for the action must remain open for not less than five (5) days from the date the mail or electronic ballot is delivered and for twenty (20) days in the case of a merger, consolidation, dissolution, or other disposition of significant assets.

7. **Termination of membership.**

a. *General rule.* Membership in AMWA shall terminate upon the resignation of a

member, upon his or her termination for failure to pay dues, or upon his or her expulsion from membership for violation of the Bylaws or commission of any act injurious to the reputation and standing of the profession or AMWA.

b. *Expulsion.* No member shall be expelled, except upon written recommendation by the Board of Directors after a hearing at which the member whose expulsion is being recommended is given an opportunity to be heard in his or her own defense. Expulsion shall be determined upon a two-thirds vote of the Board of Directors present and voting at a duly constituted meeting.

c. *Forfeiture.* Upon resignation or expulsion of a member from AMWA, any and all rights and privileges of membership and any interest in the property or other assets of AMWA shall be forfeited.

d. *Liability for dues.* Resignation or expulsion from membership shall not relieve the member from liability for any unpaid dues or other duly assessed fees or charges.

8. **Affiliation.** Members who are current in dues have the right to state their affiliation with AMWA. No member may use the AMWA name or logo in any manner that implies endorsement by AMWA or implies that the member is an official spokesperson for AMWA without the express written permission of the Board of Directors.

ARTICLE III: BOARD OF DIRECTORS

1. **General Powers.** The property, affairs, and business of AMWA shall be managed and controlled by its Board of Directors. The Board of Directors approves the budget, approves the slate of nominees for elected office, approves proposed amendments to the Constitution before submitting them to the membership, approves amendments to the Bylaws, approves appointment of members of the standing committees, authorizes dissolution of AMWA, and fulfills such other duties as are specifically mentioned in the Constitution and Bylaws and as required by law. The Board of Directors has the power to establish reserve and endowment funds and approves the plans and regulations necessary to administer such funds. The Board of Directors may, by general resolution, delegate to AMWA elected officers or committees such powers as provided for in these Bylaws. Pursuant to Article V, the Board of Directors may create an Executive Committee to act between meetings of the full Board of Directors.

2. **Number.** The number of Directors shall be twelve (12), or some other number decided by the Directors from time to time, so long as that number is not less than twelve (12) and no more than seventeen (17), and shall include the elected Officers, Executive Director, chair of the Chapter Advisory Council, and at least five (5) appointed at-large Directors. The Officers shall serve as ex officio voting members of the Board of Directors and shall be elected and removed in accordance with Article IV. The chair of the Chapter Advisory Council shall be an ex officio, voting member of the Board of Directors. The Executive Director shall be an ex officio, nonvoting member of the Board of Directors.

3. **Election.** AMWA strives to have a Board of Directors that is representative of the organization's membership, reflecting characteristics of the member population. Each at-large Director shall be nominated by the President-Elect and approved by a majority of the Board of Directors. If a majority of the Board of Directors disapproves any nominee of an at-large Director, the President-Elect shall promptly nominate another at-large Director for approval by a majority of the Board of Directors.

4. **Terms.** The at-large Directors shall serve a one (1)-year term or until their successors are appointed. At-large Directors may succeed themselves in office.

5. **Resignation.** Any Director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or Board of Directors.

6. **Removal.** The vote of a majority of the Board members at any regular or special meeting shall be required to remove a Director from the Board before the expiration of the term for which that Director has been elected.

7. **Vacancies.** Vacancies among the at-large Directors, whether caused by resignation, death, removal, or expiration of a term, may be filled by a member nominated by the President and approved by a majority vote of the remaining members of the Board of Directors.

8. **Meetings.**

a. The Board of Directors shall provide by resolution the time and place, whether within or without the State of Illinois, to hold the regular meetings of the Board. The Board of Directors shall hold at least two (2) meetings per year, one of which may be held at the same time and place as the annual conference.

b. Special meetings of the Board of Directors may be called by the President, or by a majority of the voting Directors then in office, who may fix any place, whether within or without the State of Illinois, as the place for holding any special meeting.

9. **Notice.** Notice of any special meeting of the Board of Directors shall be given at least five (5) days but not more than sixty (60) days previous thereto by written notice delivered via email, telephone, facsimile, or postal mail to each Director at his or her physical or electronic address as shown in the records of AMWA. If sent by postal mail, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon paid. If notice is given by email, such notice shall be deemed to be delivered when the notice is sent to the address or number approved by the recipient. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director 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.

10. **Quorum.** The presence in person, or via teleconference or other electronic means by which all Directors may simultaneously hear each other, of a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors is present in person at said meeting, a majority of the Directors present may, from time to time, adjourn the meeting without further notice.

11. **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, the Constitution, or these Bylaws. Directors may attend a meeting by telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. No Director may vote by proxy on any matter of AMWA.

12. **Informal Action.** Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. The written consent must be evidenced by one or more written approvals from the Directors; each approval must set forth the action to be taken and provide a written record of approval. The approvals must be delivered to the Secretary and filed in the corporate records. Any action taken by the Board pursuant to this Section will be effective when all of the Directors have approved the written consent, unless the consent specifies a different effective date.

13. **Compensation.** Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors expenses associated with attendance at each regular or special meeting of the Board may be allowed; however, nothing herein contained shall be construed to preclude any Director from serving AMWA in any other capacity and receiving reasonable compensation therefor.

14. **Electronic Participation at Meetings.** Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment so long as all persons participating in the meeting can communicate with each other concurrently. Such participation by a Director in a meeting will constitute attendance and presence at the meeting.

ARTICLE IV: ELECTED OFFICERS

1. **Officers.** The officers of AMWA shall be President, President-Elect, Immediate Past President, Secretary, and Treasurer. Other officers may be elected in accordance with other provisions of this Article. The Board of Directors may elect such other officers or agents,

including an Executive Director, as it shall deem desirable, and such officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors.

2. **Elections.**

a. The officers of AMWA shall be elected annually at the annual business meeting of the members. If the election of these officers is not held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office for a term of one (1) year or until his or her qualified successor shall have been duly elected. Only the Secretary and Treasurer may succeed themselves in office. Officers take office after the election at the annual business meeting.

b. The Board of Directors may empower a Nominating Committee to select candidates for office who best meet the criteria set forth by the Board of Directors. The Nominating Committee shall be appointed by the President-Elect and approved by the Board of Directors; shall prepare a slate of nominees; and submit this slate to the Board of Directors for consideration. All nominees must have agreed to serve and must be members whose dues are current. The Executive Director serves as an ex officio member of the Nominating Committee, but shall not be entitled to a vote.

c. After serving one full term as president, a person may not be nominated to serve as an elected officer of the Board except as provided for in Article IV (4).

d. The slate of nominees approved by the Board of Directors shall consist of at least one nominee for each office, and the slate shall be circulated to the membership of AMWA at least sixty (60) days before the annual business meeting.

e. Additional nominations for President-Elect, Secretary, or Treasurer may be made by any member whose dues are current, provided that any such nomination is submitted in writing to the Secretary of AMWA at least thirty (30) days before the annual business meeting. Such nomination must meet the criteria set forth by the Board of Directors, must state clearly the qualifications of the candidate, and be signed by fifty (50) voting members as of the date of receipt of the nomination, and must be accompanied by a letter from the candidate stating that he or she is willing to serve if elected.

f. A nominee who is unopposed for any office is declared automatically elected at the annual business meeting.

g. If a nominee dies or withdraws his or her nomination, the Board of Directors, upon a majority vote, will nominate a replacement candidate. If a nominee becomes unable, in the opinion of a majority of the Board of Directors, to fill the position for which he or she has been nominated, the Board of Directors will remove the nominee's name from the ballot and nominate a replacement candidate.

h. A ballot is provided at the annual business meeting for each office having more than one nominee. The ballot will include the qualifications of each candidate. Floor nominations are not permitted. Members may not vote by proxy. Members must cast their ballots during the annual business meeting, and ballots will be counted promptly after all ballots have been cast. The candidate who receives the largest number of votes for each office is declared elected.

3. **Removal.** Any officer may be removed by a vote of two-thirds of the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. In the event of removal, the appropriate officer, designated under this Article (4), shall immediately assume the duties but not the office of the removed officer. An officer who has been removed is simultaneously removed as a member of the Board of Directors.

4. **Vacancy.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled for the unexpired portion of the term.

a. When the office of President is vacant, the President-Elect immediately assumes the office and serves the remainder of the presidential term for which he or she was originally slated as President-Elect and then serves his or her term as President.

b. When the office of President-Elect is vacant, the Nominating Committee shall nominate an eligible member to fill the vacant office. The member so nominated assumes the office of President-Elect immediately upon approval by a majority vote of the Board of Directors, completes the balance of the term, and then serves as President in the ensuing term of office. During the vacancy of the President-Elect, the Immediate Past President shall become the chair of the Nominating Committee.

c. When the offices of both President and President-Elect are vacant, the Immediate Past President immediately becomes the chair of the Nominating Committee. As quickly as possible, the Nominating Committee shall nominate a qualified voting member of AMWA to fill the vacant office of President. The nominee shall assume the office of President immediately upon approval by a majority vote of the Board of Directors and shall complete the balance of the current term and then serve as President in the ensuing term of office.

d. If the office of Secretary or Treasurer is vacant, the Treasurer (continuing to serve as Treasurer) or the Secretary (continuing to serve as Secretary) immediately assumes the duties of the other office. As quickly as possible, the Nominating Committee shall nominate a voting member of AMWA to fill the vacant position. The member so nominated assumes the office immediately upon approval by a majority vote of the Board of Directors and completes the balance of the term.

e. When the office of Immediate Past President is vacant, the previous Immediate Past

President will be asked to complete the current term. If that individual is unable or unwilling to complete the current term, the prior Immediate Past President shall be asked to complete the current term. If the prior four (4) Immediate Past Presidents are unwilling or unable to complete the current term, the office of Immediate Past President will remain vacant until the current President completes his or her current term.

5. **President.** The President, in general, shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors. The President presides at all meetings of the Board of Directors, the Executive Committee (if established), and general membership. The President is a voting member of the Executive Committee (if established) and an ex officio member of all other committees, except for the Nominating Committee. Except in the case of a vacancy, as set forth in Article IV (4)(a), the President must first serve for one (1) year as President-Elect before assuming the office of President after the annual business meeting.

6. **President-Elect.** In addition to the duties described here, the President-Elect shall perform such duties as may be assigned by the President or the Board of Directors. The President-Elect shall chair the Nominating Committee, serve on the Executive Committee (if established), be an ex officio member of all other committees, and, in the absence of the President, chair the meetings of the Executive Committee, the Board of Directors, and the general membership. The President-Elect shall fill a vacancy in the office of President as described in these Bylaws.

7. **Treasurer.** The Treasurer shall oversee the deposit of funds of AMWA into the proper accounts of the Corporation; the recordation of all receipts and disbursements from such account or accounts; the preparation of the books and records of the finances of the Corporation; the preparation of financial reports of the accounts for each Board meeting; the preparation and filing of all end-of-year financial reports and federal and state tax reports; compliance with statutory reporting requirements, tax returns, and tax payments; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. The Treasurer shall serve as chair of, and appoint members to, the Budget and Finance Committee. These appointments are subject to approval by the Board of Directors.

8. **Secretary.** The Secretary shall keep accurate records and minutes of all meetings of the Board of Directors, the Executive Committee, and annual business meetings of AMWA; make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; and maintain the Minutes Book of the Corporation and a current listing, with phone numbers, mailing addresses, and email addresses, of the Directors at the office of the Corporation; oversee the retention, preparation, and filing of all other records required by law or by the policies of the Board; be custodian of the corporate records; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be

assigned by the President or by the Board of Directors. The Secretary serves as chair of, and appoints members to, the Constitution and Bylaws Committee. These appointments are subject to approval by the Board of Directors.

9. **Immediate Past President.** After serving one (1) year as President, this individual automatically assumes the office of Immediate Past President for one (1) year. The Immediate Past President serves as a member of the Executive Committee (if established).

10. **Executive Director.** The Board of Directors has the power to employ an Executive Director. The Board of Directors will stipulate the terms and conditions of employment for the Executive Director. The Executive Director has the responsibility of managing the day-to-day affairs of AMWA and administering the programs and policies of the Board of Directors. The Executive Director shall report directly to the Board of Directors and will keep the Board of Directors fully informed of his or her activities. Subject to budgetary constraints approved by the Board of Directors, the Executive Director may appoint and employ any professional and support staff or agents necessary to serve AMWA. The Executive Director is an ex officio member of the Executive Committee (if established). The Executive Director shall attend and participate in the annual business meeting, Board of Directors meetings, and Executive Committee meetings, but shall not be eligible to vote. The Executive Director may serve as a nonvoting ex officio member of all other committees.

11. **Other Officers.** Other officers appointed by the Board shall perform such duties as may be specified by the Board or by officers given authority over them.

ARTICLE V: COMMITTEES

1. Authority.

a. *Committees of Board Members.* The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one (1) or more committees of Board members, each of which shall consist of two (2) or more persons. These committees, such as the Executive Committee (if established), to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee

and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or upon him or her by law.

b. *Standing Committees.* Standing Committees, such as the Constitution and Bylaws Committee, Budget and Finance Committee, Nominating Committee, and Chapter Advisory Council, not having and exercising the authority of the Board of Directors in the management of the Corporation, may be designated and appointed by resolution adopted by a majority of the Directors at a meeting at which a quorum is present, or by the President, as authorized by a like resolution of the Board. Except for the Executive Committee, membership on such committees need not be limited to Directors. With the exception of the members of the Chapter Advisory Council, all Standing Committee members are approved by and serve at the pleasure of the Board of Directors.

- i. Executive Committee. The Executive Committee (if established) shall consist of the President, President-Elect, Immediate Past President, Secretary, Treasurer, and Executive Director (ex officio). The Executive Committee shall develop recommendations with respect to various matters pertaining to the affairs of the Corporation and shall report such recommendations to the Board of Directors for action. In instances in which special circumstances require expeditious action between meetings of the Board of Directors, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board of Directors. The minutes of the Executive Committee shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee, and the minutes shall be submitted to the Board of Directors.
- ii. Nominating Committee. The Nominating Committee shall be appointed by the President-Elect and approved by the Board of Directors. The Nominating Committee shall be responsible for nominating persons to serve as the elected officers of AMWA.
- iii. Chapter Advisory Council. Each AMWA chapter may appoint one (1) representative to the Council for a one (1)-year renewable term. Chapter representatives may be removed from the Chapter Advisory Council by a two-thirds vote of the Board of Directors. The President-Elect will nominate a chair of the Council from among current and previous Chapter Advisory Council members and such chair will be approved by the Board of Directors. The chair may be removed by a two-thirds vote of the Board of Directors.
- iv. Additional Committees. The Board of Directors may create additional committees with such powers as it deems wise to have.

c. *Special Committees.* The President may establish special committees as are deemed

necessary for the functioning of AMWA, subject to approval by the Board of Directors. Each such committee shall be given a specific charge and term. No special committee shall have a term extending beyond one (1) year, unless reappointed. The President shall appoint persons to chair those committees, including persons who are not Directors of AMWA. All such appointments must either be approved by the Board before the appointment or be ratified at the next Board meeting. The members of the special committees shall be appointed by the chairs.

2. **Term.** Each member of a committee shall continue as such until his or her successor is appointed, unless the committee is terminated sooner, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.
3. **Chair.** One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof.
4. **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.
5. **Manner of Acting.** 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 as specified in Article V(6) at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.
6. **Electronic Participation at Meetings.** Committee members may participate in and act at any committee meeting through the use of a conference telephone or other communications equipment so long as all persons participating in the meeting can communicate with each other concurrently. Such participation by a committee member in a meeting will constitute attendance and presence at the meeting.

ARTICLE VI: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

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, and such authority may be general or confined to specific instances.
2. **Checks.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of AMWA, shall be signed by such officer or officers, agent, or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or President-Elect of AMWA.

3. **Deposits.** All funds of AMWA shall be deposited to the credit of AMWA in such banks, trust companies, or other depositories as the Board of Directors may select.

4. **Funds.** 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 AMWA.

ARTICLE VII: BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE VIII: FISCAL YEAR

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

ARTICLE IX: INDEMNIFICATION

Any present or former Director, officer, employee, or agent of the Corporation, or other such persons so designated at the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified (including advances against expenses) by the Corporation against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his or her legal representative may be made a party by reason of being or having been such a Director, officer, employee, or agent, to the extent authorized by the Board of Directors. No indemnification or advance against expenses shall be approved by the Board or paid by the Corporation until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

ARTICLE X: AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least ten (10) days' written notice is given to members of the Board of Directors of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting, and provided that a proposed amendment has first been submitted to the Constitution and Bylaws Committee for review and comment.

ARTICLE XI: CHAPTERS

1. The Board of Directors has the power to approve the organization of, and the granting of

charters to, chapters. All board members, officers, and members of a chapter must be voting members of AMWA in good standing.

2. Any group of at least 75 voting members sharing a geographic area may petition the Board of Directors for a charter to establish a new chapter. This request for a chapter signed by at least 75 members must be submitted in writing to the Secretary and the Executive Director and include all of the information and documents as set forth by the Board of Directors.

3. On approval of the request by the Board of Directors, the chapter will be chartered by AMWA. Chapters retain their charters at the discretion of the Board of Directors and shall conduct their affairs in accordance with the Constitution and Bylaws of AMWA and the required affiliation agreement. The Board of Directors may alter the geographic boundaries of any chapter.

4. Any AMWA funds remitted to a chapter shall be used by the duly elected officers of the chapter for fully approved chapter purposes as stated in the affiliation agreement. The levying of dues or assessments by a chapter is subject to approval by the Board of Directors of AMWA. At the close of the fiscal year, each chapter shall file an annual report of its income and disbursements, a balance sheet of its financial condition, and an estimated operating and program budget for the ensuing fiscal year. Such statements shall be filed with the Treasurer of AMWA on or before August 1 of each year.

ARTICLE XII: INSURANCE

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person in any such capacity, or arising out of such person's position with the Corporation, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of the Illinois General Not For Profit Corporation Act of 1986, as amended.

ARTICLE XIII: DISSOLUTION

The Corporation may be dissolved by a two-thirds vote of the Directors then serving, provided that notice of the proposed dissolution has been submitted to the Directors in writing, with written notice of the meeting date to decide on the proposed dissolution at least sixty (60) days before the meeting date. Dissolution of the Corporation, approved by the Board of Directors, shall not take effect until presented to, and approved by, the membership at the next annual meeting, at a special membership meeting, or pursuant to Article II(6)(d). Notice of the meeting to decide on the proposed dissolution shall be given to the members not less than twenty (20), nor more than sixty (60), days before the meeting. Approval of the dissolution shall require majority vote of the members in attendance or those returning ballots, eligible to

and actually casting votes. Dissolution of the Corporation shall be as provided in the Constitution and in the general laws relating to corporations in the State of Illinois.

Adopted by the AMWA Board of Directors

June 21, 2017

Amended November 2017