

AMENDED AND RESTATED BYLAWS OF THE

**ILLINOIS ASSOCIATION
OF HEALTHCARE ATTORNEYS**

Dated as of July 15, 2019

**ARTICLE I
NAME**

The name of the corporation is “Illinois Association of Healthcare Attorneys.”

**ARTICLE II
PURPOSE**

The purpose for which the corporation is organized is to promote the common interests of its members by carrying on the following activities:

- (a) Providing a forum for lawyers and other interested persons to consider, discuss and share current knowledge and information in the field of health law and related topics, with an emphasis on Illinois law and the interplay between Illinois and federal law;
- (b) Sponsoring meetings, forums, seminars and educational programs, dealing with the subject of health law and related topics, while being mindful of diversity and inclusion in programming;
- (c) Disseminating material and information related to the field of health law and related topics;
- (d) Promoting the practice of health law; and
- (e) Doing all things necessary or appropriate in furtherance of the above specified or any related purposes.

**ARTICLE III
FUNCTION**

The corporation is organized and shall operate exclusively as an Illinois not-for-profit corporation, and its activities shall be conducted for such purposes and in such manner that no part of its net earnings will inure to the benefit of any member, officer, director or individual.

**ARTICLE IV
MEMBERSHIP**

Section 1. Classes. Members of the corporation shall be divided into two classes as follows:

(a) **Voting Members.** Attorneys licensed to practice in the State of Illinois are eligible to be Voting Members. Each Voting Member shall be entitled to one vote on each matter submitted to a vote of the Voting Members. Voting Members may not vote by proxy and may not act by written consent.

(b) **Non-Voting Members.** Any other person may join the corporation as a Non-Voting member.

Section 2. Meetings of Members.

(a) **Annual Meeting.** There shall be an annual meeting of the members of the corporation in good standing in each year at a time and place designated by the Board of Directors. Such time and place shall be announced in writing to the membership at least thirty (30) days, but not more than sixty (60) days, in advance of the meeting date. The purpose of the annual meeting shall be to consider such business matters of the corporation as may be brought before it by the Board of Directors.

(b) **Other or Special Membership Meetings.** Other or special membership meetings may be called by the Board of Directors upon the giving of not fewer than five (5) nor more than sixty (60) days written notice in advance of the meeting at a time and place to be designated by the Board, including notice of a meeting to consider removal of a Director or Officer. The matters to be considered at such other or special meetings shall be limited to those stated in the notice of the meeting.

(c) **Quorum and Manner of Acting.** Ten percent (10%) of Voting Members as calculated by the Executive Director on the first day of the month that the ballots are sent out shall constitute a quorum for the transaction of business at any meeting of the Members. Except as otherwise provided herein for election of Directors and Officers by electronic or mail ballot, the affirmative vote of a majority of Voting Members present and voting at a meeting at which a quorum is present shall be the act of the members.

ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers. The membership shall be represented by the Board of Directors which, unless otherwise provided in the Illinois General Not-For-Profit Corporation Act, the Articles of Incorporation or these Bylaws, shall exercise the powers, control the property and conduct all the affairs of the corporation.

Section 2. Number and Qualifications. There shall be fifteen (15) to seventeen (17) Directors, including the Immediate Past President, President, President-elect, Secretary, Treasurer and Executive Director. The Board of Directors shall determine, before each annual election, how many Directors will be elected. Only Voting Members may be elected to serve as Directors.

Section 3. Election. Directors other than the Officers and Immediate Past President shall be elected by electronic or mail ballot of the Voting Members in accordance with this Section 3. At least ten percent (10%) of Voting Members, as calculated in accordance with Article IV, Section 2(c), must vote for the election to be effective. Those candidates receiving the most votes for the number of Director positions to be filled shall be elected. If fewer than ten percent (10%) of Voting Members as calculated in accordance with Article IV, Section 2(c), return valid ballots, Directors shall be elected at the annual meeting of members.

Section 4. Tenure. Beginning on January 1 following their election, each Director who is elected shall hold office for one (1) year or until a successor has been elected and qualified. Directors shall not serve more than four (4) consecutive terms, but this limitation shall not apply to Officers or the Immediate Past President while holding any such office after serving four (4) consecutive terms on the Board. A partial term served through appointment under Section 6 will not count toward this four (4) term limit.

Section 5. Regular and Special Meetings of Directors. Regular meetings of the Board of Directors shall be held not fewer than two (2) times per year as the Board may determine. Special meetings of the Directors may be called at any time by the President, any Vice President or at least three (3) Directors then in office, the time and place of such meetings to be designated by the person or persons calling the meeting.

Section 6. Replacement of Directors. Whenever a vacancy exists on the Board of Directors, whether by death, resignation, or otherwise, the vacancy shall be filled by a vote of a majority of the remaining Directors, even if that is less than what would otherwise constitute a quorum of the Board of Directors at a regular or special meeting of the Board. Any person elected to fill a vacancy in the Board of Directors shall hold office for the unexpired term of the predecessor in office, subject to the power of removal contained in these Bylaws.

Section 7. Notice of Meetings. Written notice stating the place, day and hour of all meetings of the Directors other than the annual meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each Director not fewer than five (5) nor more than sixty (60) days before the date of the meeting.

Section 8. Quorum. A majority of the Directors constitutes a quorum for a Board meeting. Directors may participate in person or by any means that permits communication among all participants. If one or more Directors stop participating in a meeting for which a quorum once existed, a quorum will continue to exist as long as at least one-third of the total number of Directors continues to participate. If a quorum is not present or ceases to exist, the President or a majority of the Directors present may adjourn the meeting.

Section 9. Manner of Acting. Except as otherwise provided in these Bylaws, the affirmative vote of the majority of the Directors participating in a meeting at which a quorum is present shall be the act of the Board of Directors. Directors may not vote by proxy. Directors may participate in and act at any Board meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting by conference telephone or other communications equipment shall constitute attendance and presence in person at the meeting of such Director or Directors so participating. The Board may act without a meeting upon unanimous written consent, which includes via email, of each and every Director provided that each Director receives the written content of the proposed action.

Section 10. Removal of Directors. One or more Directors may be removed, with or without cause, by the affirmative vote of two-thirds of the Voting Members at a meeting at which a quorum of the Voting Members is present, provided that written notice of the meeting is given to all Voting Members not fewer than five (5) nor more than sixty (60) days prior to the meeting. The notice shall state that a purpose of the meeting is to vote upon the removal of one or more Directors named in the notice, and only the named Director or Directors may be removed at the meeting.

Section 11. Standards of Conduct for Directors.

(a) Each member of the Board of Directors, when discharging the duties of a director, shall act in good faith and in a manner the Director reasonably believes to be in the best interests of the corporation.

(b) When becoming informed in connection with their decision-making function or devoting attention to their oversight function as members of the Board or a committee of the Board, Directors must discharge their duties with the care that a person in a like position would reasonably believe appropriate under similar circumstances.

(c) In discharging his or her duties as a Board member, a Director may rely on the following persons, unless the Director has knowledge that makes such reliance unwarranted:

(1) One or more Officers or employees of the corporation whom the Director reasonably believes to be reliable and competent in the functions performed or information, opinions, reports, or statements provided;

(2) Legal counsel, public accountants, or other persons retained by the corporation as to matters involving skills or expertise the director reasonably believes are matters within the particular person's professional or expert competence or as to which the particular person merits confidence; and

(3) A committee of the corporation of which the Director is not a member if the Director reasonably believes the committee's determinations merit confidence.

(d) When a Board member is faced with a matter in his or her role as a member of the Board, the Board member will disclose all financial and non-financial relationships related to the matter, (referred to as a "Conflict of Interest") to the President of the Board or the Chair of the Board Committee before which the matter is raised and recuse himself or herself from a vote on the matter. Upon disclosure of the Conflict of Interest, the President will determine if the member should be excused from a discussion on the matter. Further guidance with regard to Conflicts of Interest may be established through written policies adopted by the Board.

(e) Each Director shall report to the Board President any suspected breaches in ethics or illegal/inappropriate activity. The President will promptly convene a small ad hoc committee of disinterested Board members to address the report. All reports will be taken seriously, and without retaliation.

(f) No Board member shall accept any gift (meaning an item of value or other form of remuneration, including personal or professional favor, of more than a nominal value) from an individual or entity that (i) has a matter before the Board member in his or her capacity as a Board member, *and* (ii) the Board member knows is a vendor of the corporation, *and* (iii) could reasonably create a perception that such is intended to or may interfere with a member's independent judgment in evaluating whether an action is in the best interests of the corporation.

ARTICLE VI

OFFICERS

Section 1. Titles and Responsibilities.

(a) The Officers of the corporation shall be a President, President-elect, Secretary, Treasurer, and Executive Director, as well as such other officers (including one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers) as the Board shall from time to time deem desirable.

(b) The Executive Director shall be the General Counsel of the Illinois Hospital Association. Except for the offices of President, President-elect, Secretary, Treasurer, and Executive Director, any two offices may be held by the same person.

(c) The President shall be the presiding officer of the corporation. The President-elect shall serve as presiding officer in the absence of the President, and shall chair the planning committee for the annual meeting. The Secretary or his or her designee shall give official notice of meetings of Voting Members and shall perform such other duties as are normally incident to the office. The Treasurer shall be responsible for the oversight of all funds of the corporation, their investment, and their accounting. The Executive Director shall perform such special duties as may be assigned by the President or the Board of Directors.

Section 2. Election. All Officers, except the Executive Director and the President, shall be elected by electronic or mail ballot of the Voting Members in the same election in which other Directors are elected. Elected Officers of the corporation shall be elected from among those serving as Directors at the time of the election. At least ten percent (10%) of Voting Members, as calculated in accordance with Article IV, Section 2(c), must vote for the election to be effective. The candidates receiving the most votes for each office shall be elected. If fewer than ten percent (10%) Voting Members return valid ballots, Officers shall be elected at the annual meeting of members.

Section 3. Term of Office. Officers, other than the Executive Director, shall serve for one (1) year, beginning on January 1 following their election, or until a successor has been duly elected and qualified. Upon the conclusion of the President's term, the President-elect shall automatically assume the office of President.

Section 4. Bonding. All Officers and agents of the corporation responsible for the receipt, custody or disbursement of funds or securities may be bonded for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors may determine.

Section 5. Replacement of Officers. Whenever a vacancy exists among the Officers, whether by death, resignation or otherwise, the vacancy shall be filled by a vote of a majority of the Directors at a regular or special meeting of the Board. Any person elected to fill the vacancy of an Officer shall have the same qualifications as were required of the Officer whose office was vacated. Any person elected to fill such a vacancy shall hold office for the unexpired term of the predecessor in office.

Section 6. Removal of Officers. Any officer may be removed by the Board of Directors at a meeting at which a quorum is present, provided that written notice of the meeting is delivered to all Directors not fewer than five (5) nor more than sixty (60) days prior to the meeting. The notice shall state a purpose of the meeting is to vote upon the removal of one or more officers named in the notice, and only the named officer or officers may be removed at the meeting.

ARTICLE VII

DUES

Dues for Voting and Non-Voting Members shall be determined by the Board of Directors. The failure of any member to pay dues in a timely manner shall be grounds for termination of the member.

ARTICLE VIII

LOANS AND GRANTS

The Board of Directors may solicit contributions, loans or grants for the purposes of furthering the objectives of the corporation.

ARTICLE IX

COMMITTEES

Section 1. Composition and Selection.

(a) The corporation shall have the standing committees described in Section 2 below. The Chair of each standing committee, or, if co-Chairs, then at least one co-Chair, shall be a member of the Board of Directors. The Executive Director shall serve as a member, *ex officio* with vote, of all standing committees.

(b) The Nominating Committee and the Bylaws and Governance Committee shall be comprised of Voting Members only. The membership of all other committees may include both Voting and Non-Voting Members, although the majority of the members must be Voting Members. Each committee shall be chaired by a Voting Member.

(c) Each year the Board of Directors or its designee shall solicit interest from Members wishing to serve on any committees, with the exception of the Nominating Committee. In consultation with the Board, the President will appoint the members of each standing committee.

Section 2. Standing Committees.

(a) Membership Committee. A Membership Committee shall consider issues relating to the recruitment and retention of members, including outreach to law students, and shall have such authority with respect to membership as the Board determines.

(b) Nominating Committee. There shall be a Nominating Committee comprised of the President, President-elect and Immediate Past president, and chaired by the President. The Nominating Committee shall annually solicit Members for suggested nominations for Directors and Officers and shall propose a slate of Directors and Officers to be voted upon pursuant to Article V, Section 3 and Article VI, Section 2, respectively. In proposing a slate of Directors and Officers, the Nominating Committee shall endeavor to reflect the diversity of the membership.

(c) Symposium Committee. A Symposium Committee chaired by the President-elect shall plan and supervise an annual symposium on healthcare legal issues.

(d) Bylaws and Governance Committee. A Bylaws and Governance Committee shall review the corporation's bylaws at least annually and recommend any amendments to the Board, shall identify any governance issues and raise the issues and proposed solutions to the Board, and shall have such additional authority with respect to the bylaws and the governance of the corporation as the Board may determine.

(e) Education Committee. An Education Committee shall identify health law issues and changes in the law, and plan and supervise regular educational opportunities for all Members, including the Quarterly Lecture.

(f) Communications Committee. A Communications Committee shall develop and disseminate information to the Members using contemporary communication delivery tools.

(g) Diversity and Inclusion Committee. A Diversity and Inclusion Committee shall investigate and recommend ways the corporation can foster diversity in its membership and leadership.

(h) Mentoring Committee. A Mentoring Committee shall plan and manage the mentoring program, which trains experienced Voting Members to be mentors to those seeking guidance at various stages of their health care legal careers.

Section 3. Other Committees. The Board of Directors may by resolution designate one or more additional standing or ad hoc committees which shall have such members, duties and authority as may be specified in the resolution creating them.

Section 4. Quorum and Manner of Acting. Standing committees shall meet at least annually and with such frequency as necessary to conduct the charge of such committee. A majority of the members of any committee constitutes a quorum. Committee members may participate in a meeting in person or by any means that permits communication among all participants. The affirmative vote of a majority of the members participating in a meeting at which a quorum is present shall be the act of the committee.

ARTICLE X DISSOLUTION

Dissolution of the corporation may be effected only by resolution of the Board of Directors without a vote of the Voting Members. In the event of the dissolution of the corporation or the winding up of its affairs, the corporation's property shall not be conveyed or distributed to any private individual, or to any organization created or operated for profit, but shall be conveyed or distributed only to an organization or organizations operated not-for-profit with purposes similar to those of this corporation.

ARTICLE XI POLICIES

The Board of Directors may adopt by majority vote such policies as it shall deem necessary or appropriate for the orderly conduct of the corporation's business. Such policies shall be consistent with the requirements of the General Not-For-Profit Corporation Act of the State of Illinois of 1986, or any successor thereto, the Articles of Incorporation, and these Bylaws.

ARTICLE XII INDEMNIFICATION AND INSURANCE

The corporation shall indemnify all of its present and former directors, officers, employees and agents to the full extent permitted by the General Not-For-Profit Corporation Act of the State of Illinois of 1986, or any successor thereto, the relevant indemnification provisions of which Act are incorporated herein by reference. Upon resolution duly adopted by the Board of Directors, the corporation may also purchase insurance for such indemnification.

ARTICLE XIII
AMENDMENTS

Subject to the limitations of the Articles of Incorporation, these Bylaws and the General Not-For-Profit Corporation Act of the State of Illinois of 1986, the Bylaws of the corporation may be amended, repealed, or added to, or new Bylaws may be adopted, by a resolution of the Board of Directors.

ARTICLE XIV
AFFILIATION

The Board of Directors, by resolution, may provide for affiliation of the corporation with the Illinois Hospital Association and other similar organizations.

ARTICLE XV
NOTICES AND CONSENTS

Unless otherwise provided in these Bylaws, any required or permitted written notice or consent may be accomplished by mail, email or other electronic transmission, or facsimile transmission. Any such notice or consent shall be deemed to be effective when mailed or otherwise sent to all intended recipients.

Revised and Effective July 15, 2019