

BYLAWS RHEUMATOLOGY ASSOCIATION OF IOWA

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be Rheumatology Association of Iowa (RAI). The business of the corporation may be conducted as Rheumatology Association of Iowa.

ARTICLE II

PURPOSES AND POWERS

2.01 Purpose

Rheumatology Association of Iowa is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code. The purposes of this corporation, subject to the provisions of its Articles of Incorporation and of the Illinois Nonprofit Corporation Act, shall be as follows.

- (a) To improve quality of rheumatic care.
- (b) To create a professional forum to allow for discussion and resolution of clinical issues that surrounds the field of Rheumatology.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. Rheumatology Association of Iowa is an Illinois non-profit public benefit corporation, recognized as tax exempt under Section 501(c) (3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the Rheumatology Association of Iowa, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c) (3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Rheumatology Association of Iowa hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Rheumatology Association of Iowa, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Iowa.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Rheumatology Association of Iowa, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Iowa to be added to the general fund.

ARTICLE III

MEMBERSHIP

3.01 Qualifications

The membership of this Association shall be categorized in two classes Active Member and Trainee Member in which an individual shall meet the membership requirements, or allied thereto, may become a member of this corporation. The final decision regarding the eligibility of any prospective member shall rest with the Board of Directors.

3.02 Election of members

Membership is granted after completion and receipt of a membership application and annual dues, if applicable. All memberships shall be granted upon a majority vote of the board.

3.03a Voting Members

Active Members Active member is an individual healthcare professional engaged directly or indirectly in the delivery of Rheumatology and who is:

- A Board Certified Physician or Board Eligible Physician. **OR**
- A Physician who has retired from his/her practice either entirely, or is more than semi-retired. **OR**
- A licensed healthcare professional including nurse (RN), physician's assistant (PA), and nurse practitioner (NP) **OR**
- Rheumatology Practice Manager/Practice Administrator.

Voting Members shall have voting rights on all matters presented to the Members for consideration. Active Members may serve as Directors and Officers (as defined herein) of the Corporation and serve on the committees of the Corporation. Each Member shall designate, in writing, one representative to cast its vote at meetings of the Voting Members.

3.03b Non-Voting Members

Trainee Member Individual Trainee Membership shall be open to any individual of good standing as a Resident, Fellow, or Student in the field of Rheumatology in the state of Iowa. Trainee Members shall not have voting rights on any matters presented to the Members for consideration. Trainee Members may not serve as Directors and Officers of the Corporation; and may serve on the committees of the Corporation.

3.04 Resignation

Any member may withdraw from the Corporation after fulfilling all obligations to it by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors or Executive Committee by the Secretary at the first meeting after its receipt. There shall be no refund of membership dues.

3.05 Suspension

A member may be suspended for a period or expelled for cause such as violation of any of the bylaws or rules of the Corporation, or for conduct prejudicial to the best interests of the Corporation. Suspension or expulsion shall be by a two-thirds vote of the membership of the Board of Directors, provided that a statement of the charges shall have been mailed by registered mail to the member under charges at his last recorded address at least 15 days before final action is taken thereon; this statement shall be accompanied by a notice of the time when and place where the Board of Directors is to take action in the premises. The member shall be given an opportunity to present a defense at the time and place mentioned in such notice, prior to the Board taking any action.

3.06 Dues

Annual Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any and annual dues payable to the Corporation by members.

Payment of Dues. Dues shall be payable in advance on the first day of January in each fiscal year.

Default and termination of membership. When any member shall be in default in the payment of dues for a period of three months from the beginning of the fiscal year or period for which such dues become payable, his/her membership may thereupon be terminated by the Board of Directors in manner provide in Article III, Section 5, of these bylaws.

ARTICLE IV

MEETINGS

4.01 Annual Meeting

An Annual Meeting of the Association shall be held at a time and place determined by the Board of Directors. A notice of this meeting shall be sent to each member at least thirty (30) days prior to the date of the meeting.

4.02 Special Meeting

Special Meetings of the Members may be called by either the President, a majority of the Board of Directors, or by a group of Members constituting not less than thirty percent (30%) of the votes entitled to be cast at such meeting.

4.03 Place of Meetings

All the meetings shall be held (except or otherwise required by law) at any place designated in the Notice of the meeting.

4.04 Notice of Meetings

Written or printed Notice in accordance with Article III hereof, stating the place, date and hour of any meetings; not less than thirty (30) days before the date of such meeting. In the case of a Special Meeting, the purposes for which the meeting is called shall be delivered not less than fifteen (15) days before the date of such meeting. Notice shall be served either personally, by USPS mail, email or notification on the association website; or at the direction of the President or the Secretary, or the Officers or persons calling the meeting.

4.05 Written Consent

Any action required by law to be taken at a meeting of the Members, or any other which may be taken at a meeting of Members, may be taken without a meeting if they consent in writing, setting forth the action so taken and shall be signed by all of the Members entitled to vote in respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any article or document filed with the Secretary of State under the General Not-For-Profit Corporation Act of Illinois.

4.06 Quorum

The minimum of 20% members eligible to vote shall constitute a quorum and, unless otherwise specifically required by these Bylaws or applicable law, the vote of a majority of such members shall be required to approve any action at such meeting.

4.07 Order of Business at The Board of Directors Meetings

The order of business at the Annual Meeting shall be set by the Board of Directors.

ARTICLE V

BOARD OF DIRECTORS

5.01 Number of Directors

Rheumatology Association of Iowa shall have a board of directors consisting of at least 3 and no more than 8 directors. The affairs of the organization shall be managed by the Board of Directors. The Board of Directors shall consist of the Officers and non-officer directors.

5.02 Qualifications

BOARD MEMBERS must be an Active Member in good standing at the time of the nomination and election and must retain such status in good standing during their term of office. Failure to maintain such status shall immediately create a vacancy in the office involved.

5.03 Election of Board Members and Term of Office

All voting will occur at the Annual Business Meeting and must be placed in person by those persons entitled to vote. A simple plurality will elect a person to a board position. The Board of Directors shall serve a one-year term eligible for successive terms, unless otherwise provided within these bylaws. Election or appointment of a board member or agent shall not of itself create contract rights. The term shall commence through the period beginning with the Annual Business Meeting electing said board member to the following next Annual Business Meeting or until a successor has been chosen, and/or appointed unless he resigns or shall have been removed in the manor here after provided.

5.04 Nominations

The nominations will be made by the Board of Directors or appointed committee. Additional nominations may be made from the floor at the time the formal nominations are submitted by the Nominating Committee.

5.05 Vacancies

Vacancies may be filled by a majority of the Directors then in office, whether or not less than a quorum or by a sole remaining Director within specified guidelines. The term of the replacement Director is to run until the next Annual Business Meeting.

Vacancies in the board of directors shall be filled by the board for the balance of the term of the director being replaced.

5.06 Removal of Directors

Resignation. Any Officer may resign at any time either by oral tender of resignation at any meeting of the Board of Directors or by oral tender to the President or by giving written notice to the Society. Any such resignation shall take effect at the time specified therein or, if the time be not specified, upon receipt thereof, and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective.

Removal from Office. A director may be removed permitted by applicable law.

5.07 Board of Directors Meetings

(a) Annual Meeting The Board of Directors shall meet at least once annually as directed by the President.

(b) Special Meeting of the Board may be called by or at the request of the President or any two Board Members.

(c) Teleconferencing Meetings. A Director may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by which all person's participating in the meeting can communicate with each other, and participation by this means constitutes presence in person at the meeting.

(d) Notice of a Special Meeting shall be given at least five (5) days previously thereto. Any Board Member may waive his notice of any meeting. Attendance of a Board Member at any meeting shall constitute a waiver of notice of such meeting, except where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because a meeting is unlawfully called or convened. The business to be transacted or the purpose of any meeting of the Board need not be specified in the notice of such meeting, unless specifically required by law, the Articles of Incorporation or these Bylaws.

(e) Action without a meeting. Any action which may be taken by the Board at a meeting may be taken without a meeting if, prior to such action, a written consent setting forth the action so taken is signed by all members of the Board and such written consent is filed with the minutes of the proceedings of the Board and shall have the same effect as a unanimous vote of the Board. Action is effective when the last Director signs the consent, unless the consent specifies a different prior or subsequent effective date.

5.08 Manner of Acting.

The act of a majority of Board Members present at a meeting at which a quorum is present shall be the act of the Board, except for otherwise provided by law, the Articles of Incorporation or these Bylaws.

(a) Quorum. The number of members of the Board constituting a quorum for the transaction of business at any meeting shall be fifty percent (50%) of the board. If less than a quorum of the Board Members is present, a majority of the Board Members present may adjourn the meeting.

(b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

(C) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

5.09 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

5.10 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

ARTICLE VI

OFFICERS

6.01 Number

The officers of the Board shall be the President, Vice President, Immediate Past-President, Secretary and Treasurer and such other officers and assistant officers as may be elected or appointed by the Board. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

6.02 Qualifications

Officers must be an active Physician Member at the time of the nomination and election and must retain such status in good standing during their term of office. Failure to maintain such status shall immediately create a vacancy in the office involved.

6.03 Election of Officers and Term of Office

All voting will occur at the Annual Business Meeting and must be placed in person by those persons entitled to vote. A simple plurality will elect a person to an officer position. Each officer shall hold office until his successor shall have been duly elected and/or appointed unless he shall resign or shall have been removed in the manner hereinafter provided. Election or appointment of an officer or agent shall not of itself create contract rights. The officers shall serve one two-year term and may not serve more than five (5) consecutive terms of office unless elected by 2/3's of the membership at the annual business meeting or to fill a vacancy in an officer position. The term shall commence through the period beginning with the Annual Business Meeting electing said officer to the following next Annual Business Meeting or until a successor has been chosen.

6.04 Nominations

The nominations will be made by the Board of Directors or appointed committee. Additional nominations may be made from the floor at the time the formal nominations are submitted by the Nominating Committee.

6.05 Removal and Resignation

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.06 Board President

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

6.07 Vice President

In the absence or disability of the board president, the ranking vice-president or vice-president designated by the board of directors shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president. The vice-president shall normally accede to the office of board president upon the completion of the board president's term of office.

6.08 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

6.09 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

6.10 Non-Director Officers

The board of directors may designate additional non-officer directors of the corporation and may appoint and assign duties to other non-director officers of the corporation.

ARTICLE VII

MISCELLANEOUS

7.01 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

7.02 Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

7.03 Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Rheumatology Association of Iowa not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

7.04 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a two-thirds (2/3) vote of the Board of Directors at any annual, regular or special meeting. The Directors shall be notified in writing of the text of any proposed amendment at least (10) days prior to the date of the meeting at which the amendments are to be acted upon.

Amendments may be proposed by any member of the Board of Directors by submission of a written proposal to the Secretary of the Board.

ARTICLE VIII

INDEMNIFICATION

8.01 Directors and Officers

Every Director or Officer of the Association shall be indemnified by the Association, to the extent permitted by Section 108.75 of the Illinois General Not for Profit Corporation Act.

ARTICLE IX

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the By-Laws of the Association, 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. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE X

INTERPRETATION

In these By-Laws, words imparting the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.

This is a true and correct copy of the Rheumatology Association of Iowa bylaws this ____ day of _____ 2015.

Attested by: _____